

**AMENDED AND RESTATED BYLAWS OF
INDIANA PHILANTHROPY ALLIANCE, INC.**

Amended: December 12, 2014

ARTICLE I
General Provisions

- Section 1 Name. The name of the corporation is the Indiana Philanthropy Alliance, Inc. (f/k/a Indiana Grantmakers Alliance, Inc.) (the “Corporation”).
- Section 2 Registered Office and Registered Agent. At the time of the adoption of these Amended and Restated Bylaws (the “Bylaws”), the post office address of the Corporation’s registered office is 32 East Washington Street, Suite 1100, Indianapolis, Indiana 46204, and the registered agent in charge of the registered office is Marissa Manlove.
- Section 3 Fiscal Year. The fiscal year for the Corporation shall be January 1 through December 31.
- Section 4 Effective Date. These Bylaws (and any amendments hereto) shall become effective on the date they are adopted by the Board of Directors.

ARTICLE II
Membership

- Section 1 Corporate Membership. The Corporation shall not have members as that term is defined by Indiana Nonprofit Corporation Act of 1991, as amended (the “1991 Act”). Nonetheless, the Corporation may identify organizations, supporters, or others who pay dues and may be referred to as “members” for other purposes (the “Non-Corporate Members”).
- Section 2 Eligibility and Admission Criteria of Non-Corporate Members. The Corporation’s Board of Directors shall, from time to time, establish criteria and procedures for the eligibility and admission of Non-Corporate Members.
- Section 3. Fees and Dues. The Board of Directors may establish fees and dues for new and existing Non-Corporate Members on an annual basis. Status as a Non-Corporate Member may be conditioned upon making annual fee and due payments.

ARTICLE III
Board of Directors

- Section 1 Management of Corporation. The property and affairs of the Corporation shall be overseen by the Board of Directors subject to the provisions of the Articles of Incorporation and these Bylaws.

- Section 2 Qualification of Directors. Each person serving as a Director must be associated with a Non-Corporate Member of the Corporation. A Non-Corporate Member organization may not be represented by more than one person on the Corporation's Board of Directors.
- Section 3 Number. The Corporation shall have neither less than twelve (12) nor more than eighteen (18) Directors except for any *ex-officio* Directors who shall not be counted for this purpose.
- Section 4 Nomination and Election. The Leadership/ Governance Committee shall annually be charged with providing a slate of candidates to serve as members of the Board of Directors. Election of Directors shall require the majority vote of those Directors present at a regularly scheduled meeting of the Board. Notwithstanding the foregoing, the State Community Foundations Committee may appoint a representative to serve in an *ex-officio* non-voting capacity on the Board. This representative does not need to be elected by the Board.
- Section 5 Term. Each Director elected or re-elected shall serve for a term of three (3) years. Each Director may serve a maximum of two consecutive full terms, provided, however, that in the event a director is serving or elected to serve as an officer during the year that his/her director term expires, the director's term shall be extended for as long as he/she is serving as an officer.
- Section 6 Resignation and Vacancies. Any Director may resign at any time. If a vacancy occurs in the Board of Directors, all of the Directors then in office may but are not required, by a majority vote, to choose a successor. The Director so chosen shall hold office for the remainder of the unexpired term, providing that such term will not count toward the maximum terms cited in this Article. Nominations for successor directors, if any, will be provided by the Leadership/Governance Committee, and nominees will be elected by the Board of Directors.
- Section 7 Removal. The Board of Directors may remove a Director from the Board with or without cause. Examples of reasons why a director may be removed include the following: (a) the Director is no longer associated with a Non-Corporate Member; or (b) the Director misses a significant percentage of the regularly-scheduled meetings of the Board.
- Section 8 Compensation. Directors shall not receive compensation for their services but may receive reimbursement of out of pocket expenses incurred by them as Directors. Notwithstanding the foregoing, the Corporation may compensate any member of the Board of Directors for personal services performed on behalf of the Corporation in a capacity other than as Director.
- Section 9 Regular Meetings. The Board of Directors may hold regular meetings, as fixed by these Bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as properly may come before the Board of Directors. The schedule for regular meetings shall be made available to the members of the

Board of Directors, however, regular meetings of the Board of Directors may be held without further notice of the date, time, place, or purpose of the meeting.

Section 10 Special Meetings. Notwithstanding the preceding Section of this Article, the Board of Directors may hold special meetings for any lawful purpose upon not less than two (2) days' notice, as described in this Article, upon any call by the Chair or by two (2) or more members of the Board of Directors. A special meeting shall be held at such date, time, and place inside the State of Indiana or elsewhere as specified in the call of the meeting.

Section 11 Notice of Special Meetings. Oral or written notice of the date, time, and place of each special meeting of the Board of Directors shall be communicated, delivered, or mailed by the Secretary of the Corporation, or by the person or persons calling the meeting, to each member of the Board of Directors so that such notice is effective at least two (2) days before the date of the meeting. The notice need not describe the purpose of the special meeting.

Oral notice shall be effective when communicated. Written, electronic, or telefaxed notice, where applicable, shall be effective at the earliest of the following:

(a) When received;

(b) Five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation;

(c) On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or

(d) Thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified mail, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

Section 12 Quorum and Voting. At all meetings of the Board of Directors, a majority of the voting members of the Board shall be necessary to constitute a quorum for the transaction of business and a vote of a majority of the voting Directors present shall be the act of the Board of Directors, unless the vote of a larger number is required by statute or elsewhere in these Bylaws.

Section 13 Means of Communication. The Board of Directors may (a) permit a Director to participate in a regular or special meeting by or (b) conduct a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear and be heard by each other during the meeting. A Director participating in a meeting by such means shall be considered present in person at the meeting.

Section 14. Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each Director or committee member and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last Director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this Section shall have the effect of approval at a meeting and may be described as such in any document.

ARTICLE IV Officers

- Section 1 Officers. The officers of the corporation shall be a Chair, Vice-Chair, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by the same person. Officers must be Directors.
- Section 2 Election. An ad hoc committee shall be appointed by the Board to recommend a slate of officers to the full Board. All officers shall be elected annually by the Board of Directors and shall hold office for one year or until their replacements are elected and qualified. Officers may serve an unlimited number of consecutive terms.
- Section 3 Chair. The Chair shall preside at all meetings of the Board and shall perform such other duties as may, from time to time, be designated by the Board of Directors.
- Section 4 Vice Chair. The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and shall generally assist the Chair and perform such other duties as the Board of Directors shall prescribe.
- Section 5 Secretary. The Secretary shall review the minutes of all meetings of the Board of Directors and shall assure that all records of the Corporation are available for inspection, shall assure the giving of notices of all meetings are appropriate, shall authenticate records of the Corporation (as necessary), and shall perform such other duties as are usual to such office or which may, from time to time, be designated by the Chair. These responsibilities may be assumed by any other officer of the Board.
- Section 6 Treasurer. The Treasurer shall be the chair of the Audit/Finance Committee and shall through the Audit/Finance Committee oversee all funds and securities of the Corporation, assure the organization keeps full and accurate accounts of receipts and disbursements in books belonging to the Corporation, shall report on the activities and financial condition of the Corporation and shall perform such other duties as are usual to such office or which may, from time to time, be designated by the Chair.

Section 7 Past Chair. The immediate past Chair of the Board may but is not required to continue to serve in an *ex-officio*, voting capacity as Past Chair for the fiscal year following the conclusion of his or her term as Chair.

ARTICLE V
Personnel

Section 1 President/Chief Executive Officer. The President/CEO shall be responsible to the Board for the operation of the Corporation. The President/CEO may be called the President or by any other appropriate title. Any change in the responsibilities of the President/CEO or any change of the individual holding this position will be by action of the Board.

Section 2 Staff. The staff operations of the Corporation shall be the responsibility of the President/CEO.

ARTICLE VI
Committees

Section 1 Committees. The standing Board committees are the Leadership/ Governance Committee, the Audit/Finance Committee, the Public Policy Committee and the Executive Committee. The Board shall establish such other committees and/or task forces as it finds necessary, and, subject to the approval of the Board of Directors, the Chair of the Board and/or the Leadership/-Governance Committee shall appoint members of those committees. The Chair of the Board shall be an *ex-officio*, voting member of each committee. With the exception of the Executive Committee which shall be comprised exclusively of members of the Board of Directors, committee members do not have to be members of the Board of Directors. The structure and function of the Audit/Finance Committee and the Public Policy Committee shall be determined by the Board of Directors from time to time.

Section 2 Executive Committee. The Executive Committee members shall include, but not necessarily be limited to, the officers of the Corporation. All members of the Executive Committee shall be active members of the Board of Directors. The Executive Committee is authorized to act on behalf of the Board in between meetings of the Board.

Section 3. Leadership/ Governance Committee. The Leadership/ Governance Committee shall consist of no less than three (3) members of the Board of Directors. The Chair of the Corporation shall appoint the members of the Leadership/Governance Committee, subject to the ratification of such appointments by the Board of Directors. The Vice Chair of the Corporation shall serve as the Chair of the Leadership/Governance Committee. The Leadership/Governance Committee shall nominate a slate of nominees for membership on the Board of Directors (and obtain the approval of such nominees prior to their nomination). The Leadership/Governance Committee shall present the slate to the Board of

Directors for consideration and action. The Leadership/ Governance Committee shall have such other responsibilities as determined by the Board of Directors from time to time.

Section 4. Record of Actions. Each committee shall timely document its actions in a written record of minutes.

ARTICLE VII

Indemnification of Officers, Directors, Employees, and Agents

Section 1 Rights to Indemnification and Advancement of Expenses. The Corporation shall indemnify as a matter of right every person made a party to any action, suit, or proceeding because such person is or was:

- (a) a member of the Board of Directors of the Corporation,
- (b) an officer of the Corporation, or
- (c) while a Director or officer of the Corporation, serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not,

(each an "Indemnitee") against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification. The Corporation shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof. The Corporation shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding against reasonable expenses incurred by the person in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

Upon demand by a person for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the 1991 Act.

The indemnification provided under this Article shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

Section 2 Other Rights Not Affected. It is the intent of this Article to provide indemnification to Directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms

and conditions of this Article. Nothing contained in this Article shall limit or preclude the exercise of, or be deemed exclusive of, any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any person who is or was a Director, officer, employee, or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual.

Notwithstanding any other provision of this Article, there shall be no indemnification with respect to matters as to which indemnification would result in inurnment of the net earnings of the Corporation “to the benefit of any private shareholder or individual” or an “excess benefit transaction” within the meaning of Internal Revenue Code sections 501(c)(3) or 4958.

Section 3 Definitions. For purposes of this Article:

- (a) The estate or personal representative of a person entitled to indemnification or advancement of expenses shall be entitled hereunder to indemnification and advancement of expenses to the same extent as the person.
- (b) The term “expenses” includes all direct and indirect costs (including, without limitation, counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, and all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement, or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.
- (c) The term “liability” means the obligation to pay a judgment, settlement, penalty, fine, excise tax, or reasonable expenses incurred with respect to a proceeding.
- (d) The term “party” includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.
- (e) The term “proceeding” means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

ARTICLE VIII

Contracts, Checks, Loans, Deposits and Gifts

Section 1 Contracts. Subject to the provisions of these Bylaws, each of the Corporation’s officers individually (including its President/CEO, if any), or any other officer or agent of the Corporation authorized by the Board of Directors, may enter into any contract or execute any instrument on its behalf. Such

authorization by the Board of Directors may be general or confined to specific instances. Unless so authorized in these Bylaws or by the Board of Directors, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

- Section 2 Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by the individual or individuals designated and approved by Board policy. Such designation may be general or confined to specific instances.
- Section 3 Loans. No loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name without approval of both the President/CEO and the Chair or Treasurer of the Corporation, or other such person or persons approved by the Board. Such designation may be general or confined to specific instances.
- Section 4 Deposits. All funds of the Corporation shall be deposited to its credit in such bank, banks, or other depositories as the Board of Directors or the Corporation's President/CEO, Chair, or Treasurer, individually, may specify. Such specification may be general or confined to specific instances.
- Section 5 Gifts. The Board of Directors may accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.
- Section 6 Changes in Authorization. Any or all authority granted to officers in this Article may be modified, limited, or withdrawn by the Corporation's Board of Directors at any time.

ARTICLE IX Books and Records


The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and shall keep at the principal office a record giving the names and address of the Directors entitled to vote. All books and records of the Corporation may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X Amendments

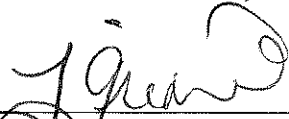
- Section 1 Authority to Amend. The power to make, alter, amend, or repeal these Bylaws is vested in the Board of Directors, and the affirmative vote of a two-thirds (2/3) majority of the actual number of Directors shall be necessary to effect any alteration.

Section 2 Method of Amending. Any alteration or amendment to the Bylaws shall be presented in writing at one Board meeting for discussion and voted on at the next following meeting of the Board.

Section 3 Verification of Amendment. These Bylaws were presented for discussion to the Board of Directors on September 12, 2014. These Bylaws were amended through a majority vote on the 12th day of December, 2014. The undersigned President and Secretary of the Corporation, this 12th day of December, 2014, hereby verify, subject to penalties of perjury, that the facts contained herein are true.



Marissa S. Manlove, President and CEO



Tina Gridiron, Board Secretary