

AMENDED AND RESTATED

BYLAWS

OF

INDIANA SUBCONTRACTORS ASSOCIATION, INC.

ARTICLE I

General

Section 1. Name. The name of the corporation is Indiana Subcontractors Association, Inc. (“Corporation”).

Section 2. Address. The post office address of the Corporation’s registered office, at the time of the filing of these Amended and Restated Bylaws (the “Bylaws”), is 8909 Purdue Road, Suite 130, Indianapolis, IN 46268. The registered agent in charge of the registered office, at the time of the filing of these Bylaws, is Scott Grimes, Executive Director, Indiana Subcontractors Association.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on the next succeeding December 31.

ARTICLE II

Membership

Section 1. Members. Membership in the Corporation shall be governed by the provisions of the Corporation’s Articles of Incorporation and these Bylaws.

Section 2. Regular Members. Any individual, partnership, corporation, firm, or association that owns, manages, or operates an enterprise doing business in the State of Indiana that is substantially and primarily engaged in the business of subcontracting or specialty contracting, by both furnishing labor and installing materials or furnishing labor and equipment for installing materials for construction contract work, and is approved for membership and that complies with the conditions and requirements of membership, as such conditions and requirements are from time to time prescribed in these Bylaws, shall be an Regular Member. An Regular Member may hold office in the Corporation and shall be entitled to one (1) vote on each issue to come before a meeting of the members, including, but not limited to, the election of the directors of the Corporation and, if required, the establishment and amendment of the Corporation's Bylaws.

Section 3. Affiliate Members. Any individual, firm, or corporation doing business in the State of Indiana that has an interest in the affairs of this Corporation, expresses support for the purposes of the Corporation, but does not qualify for Regular Membership, may apply to the Board of Directors for Affiliate Membership. The Board of Directors shall reserve the right to differentiate between different classes of Affiliate Members. Affiliate Members shall otherwise have all rights, privileges, and obligations of membership as do Regular Members, except that they may not serve as officers of the Corporation.

Section 4. Honorary Members. The Board of Directors may, when deemed appropriate, confer Honorary Membership on worthy individuals of its choosing. Honorary Members shall have all the rights, privileges, and obligations of membership, except that they shall not serve as officers or directors, or vote in the affairs of the Corporation.

Section 5. Application. The Board of Directors of this Corporation shall, by majority vote, accept or reject any application for membership whether such application is for Regular, Affiliate or Honorary Membership, and such decision shall be deemed final.

Section 6. Dues. With the exception of the Honorary Members, all members of the Corporation shall pay dues to the Corporation, in an amount and at a time determined, from time to time, by the Board of Directors. The rate of dues shall be uniform among members of a classification except as otherwise determined by the Board of Directors. The Board of Directors may, from time to time, make special dues assessments upon the members or on one or more classes of members for such purposes as the Corporation or the Board of Directors shall determine.

Section 7. Annual Meeting of Members. There shall be an annual meeting of the members of the Corporation. The annual meeting of the members shall be held at such place and time as the President, the Board of Directors, or the Executive Committee shall specify. At the annual meeting, the President and/or the Secretary-Treasurer of the Corporation, or their designees, shall report on the activities and financial condition of the Corporation. In addition, the members shall elect the At Large Directors of the Corporation, as described in Article IV of these Bylaws, and shall consider and act upon such other matters as may be raised consistent with the notice requirements of Section 10 of this Article II.

Section 8. Regular Meetings of Members. The Corporation shall hold regular meetings of the members at least once each quarter, or more frequently if so decided by the Board of Directors or by resolution of the members, for the purpose of considering and acting upon such matters as may be raised consistent with the notice requirements of Section 10 of this Article II.

Section 9. Special Meetings of Members. Special meetings of the members of the Corporation may be called at any time by the President, by a majority of the Board of Directors, or by written petition describing the purpose of the special meeting that is dated and signed by the holders of at least ten percent (10%) of the votes entitled to be cast on an issue proposed to be considered at the proposed special meeting. A special meeting shall be held at a time and place specified by the caller or callers of the special meeting. Notice of such special meeting and the purposes of such special meeting shall be given in accordance with the requirements of Section 10 of this Article II.

Section 10. Notice of Meetings of Members. The Corporation shall give notice of meetings of members in a fair and reasonable manner. Notice is presumptively fair and reasonable if the following occur:

(a) The Corporation notifies the Corporation's members of the place, date, and time of each annual, regular, and special meeting of members not less than ten (10) days, or, if notice is mailed by other than first class or registered mail, thirty (30) days to sixty (60) days, before the meeting date.

(b) Notice of an annual or a regular meeting includes a description of any matter or matters to be considered at the meeting that must be approved by the members.

(c) Notice of a special meeting includes a description of the purpose for which the meeting is called.

(d) If the Corporation's membership consists of more than one thousand (1,000) members, notice of the place, date, and time of an annual, a regular, or a special meeting,

and in the case of a special meeting, the purpose of the special meeting, may be given by one (1) publication in a newspaper of general circulation, printed in English, in the county in which the Corporation has the Corporation's principal office if the publication is made not less than ten (10) days and not more than thirty (30) days before the meeting date.

Except as provided by statute, if an annual, a regular, or a special meeting of members is adjourned to a different date, time, or place, notice is not required to be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment.

Section 11. Waiver of Notice of Meetings of Members. Notice may be waived in a writing, signed by the member entitled to notice, and filed with the minutes or the corporate records. Attendance at or participation in any meeting (a) waives objection to lack of notice unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and (b) waives objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the member objects to considering the matter when the matter is presented.

Section 12. Quorum. At all meetings of the members, five percent (5%) of the votes entitled to be cast shall constitute a quorum. Any meeting of the voting members, including annual and special meetings or any adjournments thereof, may be adjourned to a later date although less than a quorum is present. Unless at least one-third (1/3) of the membership is present, in person, the only matters that may be voted upon at an annual or a regular meeting of the members are those matters that are described in the meeting notice.

Section 13. Vote of Regular and Affiliate Members. Each Regular and Affiliate Member of the Corporation shall be entitled to one (1) vote on each question that comes before a meeting of the members. Each question shall be determined by majority vote of the Regular and Affiliate Members present at a meeting at which a quorum exists.

Section 14. Action by Written Consent. Any action required or permitted to be taken at any meeting of the voting membership may be taken without a meeting of the members if the action is approved by members holding at least eighty percent (80%) of the votes entitled to be cast on the action. The action must be evidenced by at least one (1) written consent describing the action taken that meets the following conditions:

- (a) is signed by the members representing at least eighty percent (80%) of the votes entitled to be cast on the action; and
- (b) is filed with the Corporation's minutes.

Requests for written consents must be delivered to all members entitled to vote.

Section 15. Action by Written Ballot. Any action that may be taken at an annual, regular, or special meeting of the members may be taken without a meeting if the Corporation delivers a written ballot to every Regular and Affiliate Member. A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A solicitation for votes by written ballot must (a) indicate the number of responses needed to meet the

quorum requirements, (b) state the percentage of approvals necessary to approve each matter other than the election of directors, and (c) specify the time by which a ballot must be received by the Corporation to be counted. A written ballot may not be revoked.

Section 16. Means of Communication. The Corporation and the Board of Directors may (a) permit a member to participate in an annual, a regular, or a special meeting by or (b) conduct an annual, a regular, or a special meeting through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by such means shall be considered present in person at the meeting.

ARTICLE III

Alliance Partners

Section 1. Goal. It is a goal of the Corporation to act in concert with other trade associations representing the interests of construction subcontractors, specialty contractors and suppliers.

Section 2. Designation. By action of the Board of Directors, the Board shall designate any interested and responsible trade associations representing the interests of construction subcontractors, specialty contractors or construction suppliers as “Alliance Partners” to the Corporation.

ARTICLE IV

Board of Directors

Section 1. Directors. The affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors, subject to the provisions of the Articles of Incorporation and these Bylaws. The Board of Directors shall have the number of members (no less than five (5) and no greater than twenty-five (25)) that is designated by resolution of the Board of Directors from time to time. When not so designated, the number of directors shall be eleven (11) directors elected by Regular or Affiliate Members of the Corporation. The number of directors shall, wherever possible, be odd. Directors elected by Regular or Affiliate Members of the Corporation shall be referred to as "At Large Directors." All directors elected on or after January 1, 2003 shall serve only the term for which they were elected and, if elected again, for one (1) additional three-year term. Directors elected on or after January 1, 2003 shall not be eligible for re-election upon the expiration of their second term unless the Board, for good cause, votes to extend the term of a director who has reached the limit in order for that director to serve as an officer of the Corporation. Such an extension of the term limit shall not be greater than three (3) additional years. After an absence of two (3) years from the Board, a former director may again be eligible for election in conformity with these Bylaws for one (1) or two (2) terms as if that director had never been previously elected. An At-Large Director's term of office commences on January 1 of the year of Director's election or appointment.

Section 2. At Large Directors. At the annual meeting of the members, or at a special meeting called for such purpose, the Regular and Affiliate Members of the Corporation shall elect, from a list of nominees submitted to the members by the Executive Committee, a new

At Large Director to replace each At Large Director whose term shall expire, or has expired, or a new At Large Director to fill each open position resulting from an increase in the membership of the Board of Directors. Each such new At Large Director shall serve for a term commencing on the date of his or her election and continuing for two (2) years and until her or his successor is elected and qualified.

Section 3. Quorum and Voting. One-half (1/2) of the At Large Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4. Annual Governance Meeting of Directors. There shall be an annual governance meeting of the Board of Directors, hereinafter referred to as the Annual Governance Meeting, for the purpose of electing officers of the Corporation and addressing such other matters as may be raised. The annual meeting of the Board of Directors shall be held prior to the annual meeting of the members.

Section 5. Regular Meetings of Directors. The Board of Directors shall hold quarterly meetings for the purpose of transacting such business as properly may come before the Corporation's Board of Directors. Such regular meetings of the Board of Directors shall be held at such date, time, and place within or without the State of Indiana as is specified in the call of the meeting.

Section 6. Special Meetings of Directors. Notwithstanding the preceding Section 6 of this Article IV, the Board of Directors may hold special meetings for any lawful purpose upon

proper notice, as described herein, upon call by the President of the Corporation, a majority of the Board of Directors, or the Executive Committee. A special meeting shall be held at such date, time, and place within or without the State of Indiana as is specified in the call of the meeting. The purpose of any such meeting need not be specified.

Section 7. Notice of Special Meetings of Directors. 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-Treasurer 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 notice shall be effective at the earliest of the following:

- (1) When received;
- (2) 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;
- (3) 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
- (4) Thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

Section 8. Waiver of Notice of Meetings of Directors. Notice may be waived in a writing, signed by the director entitled to the notice, and filed with the minutes or the corporate

records. Attendance at or participation in any meeting of the Corporation's Board of Directors shall constitute a waiver of notice of such meeting unless the director shall, at the beginning of the meeting or promptly upon the director's arrival, object to holding the meeting and does not vote for or assent to action taken at the meeting.

Section 9. Means of Communication. The Corporation and the Board of Directors may (a) permit a director to participate in an annual, regular, or special meeting by or (b) conduct an annual, regular, or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by such means shall be considered present in person at the meeting.

Section 10. Action By 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 all committee members, as the case may be, 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 11 shall have the effect of a meeting vote and may be described as such in any document.

Section 11. Vacancies. When a vacancy occurs on the Board of Directors for any reason other than the expiration of the director's term or an increase in the number of directors, the remaining directors shall, by majority vote, elect a director to serve the remainder of the unexpired term. When a vacancy occurs by reason of an increase in the number of directors, the vacancy shall be filled by majority vote of the members of the Corporation.

ARTICLE V

Officers

Section 1. In General. The officers of this Corporation shall be a President, a Secretary-Treasurer, and such other officers as the Board of Directors may elect. Each officer shall be elected by the Board of Directors from a list of nominees submitted to the Directors by the Executive Committee at the Annual Governance Meeting of the Board of Directors. Each officer shall serve for a one (1)-year term commencing on the date of his or her election and continuing for one (1) year and until the officer's successor is elected and qualified. Officers elected on or after January 1, 2003 shall not serve for more than two (2) consecutive terms thereafter unless the Board, by majority vote, determines that good cause exists to extend the officer's term limit. After an absence of two (3) years from an office, the officer may be eligible to again serve in that office as if that officer had never been previously elected. All officers shall be members of the Board of Directors. Any officer may be removed by majority vote of the Board of Directors at any time, with or without cause. Any vacancy occurring in any office shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated. An officer's term of office begins on January 1 of the year of the officer's election.

Section 2. President. The President shall be the chief executive officer of the Corporation and shall exercise general supervision over the officers, property, affairs, and business of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors of the Corporation and shall be responsible for implementation of policies established by the Board of Directors. The President shall serve as an ex officio member of all committees as time allows. The President shall perform such other duties as the Board of Directors may prescribe.

Section 3. Secretary-Treasurer. The Secretary-Treasurer shall act in the place of the President and shall be empowered to perform all acts that the President is authorized to perform in the event of the President's absence or inability to serve, and shall be responsible for all papers, books, and records of the Corporation. The Secretary-Treasurer shall cause to be prepared and entered in the minute book the minutes of all meetings of the members and of the Board of Directors. The Secretary-Treasurer shall cause to be prepared and distributed all notices of meetings and shall cause to be authenticated records of the Corporation as necessary. The Secretary-Treasurer shall ensure that applicants for membership are notified of the action taken concerning such applications and shall cause applicants to be notified of transfer of membership when such transfers become effective.

The Secretary-Treasurer also shall cause to be prepared and maintained correct and complete records of account showing accurately the financial condition of the Corporation. All notes, securities, and other assets coming into the possession of the Corporation shall be received, accounted for, and placed in safekeeping as the Secretary-Treasurer may from time to time prescribe. The Secretary-Treasurer shall (i) cause to be furnished, whenever requested by the Board of Directors or the President, a statement of the financial condition of the Corporation, (ii) work with the Corporation's accountants to prepare and facilitate the approval of the Corporation's annual tax return, and (iii) perform or cause to be performed the duties usual to such position and such other duties as the Board of Directors or President may prescribe.

Section 4. Other Officers. Each other officer of the Corporation shall perform such duties as the Board of Directors or President may prescribe.

Section 5. Outgoing President. Whenever the President's term expires and a new President is elected, the outgoing President shall have the option, with the Board's approval, to serve as an ex-officio member of the Board and Executive Committee for an additional two (2) years. As an ex-officio member, the outgoing President shall have the right to attend the meetings of the Board and Executive Committee but shall not have any voting rights in this capacity.

ARTICLE VI

Committees

Section 1. Executive Committee.

(a) General Duties. The Executive Committee shall comprise the officers of the Corporation and three (3) other members of the Board of Directors who are nominated by the President and approved by a majority of the Board of Directors. The Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors.

(b) Nominations and Bylaws. The Executive Committee shall evaluate the leadership strengths and forecast the leadership needs for the Corporation and develop rosters of candidates for director and officer positions that take into consideration the diversity of business interests and the geographic array of the members. The Executive Committee shall establish procedures for the identification and evaluation of nominees for director and officer positions and, if applicable, shall present a slate of nominees for such positions to the members at the times required by such procedures. The Executive Committee shall also periodically review the Bylaws and propose to the directors any modifications to the Bylaws that the committee deems appropriate

or necessary. The Executive Committee shall be subject to the authority and supervision of the Board of Directors.

Section 2. Other Committees. The President may establish other committees, in addition to the Executive Committee, to accomplish the goals and perform the programs of the Corporation. Such committees shall have such responsibilities and powers as the President shall specify, but shall be subject to the overall authority and supervision of the Board of Directors. Members of such other committees may, but need not, be members of the Board of Directors. A committee member appointed by the President may be removed by the President, with or without cause.

ARTICLE VII

Executive Director

The Board of Directors may appoint an Executive Director who shall perform the duties of the chief administrative officer of the Corporation and shall be responsible for the day-to-day management of the Corporation's affairs. The Executive Director shall be an ex-officio member of the Executive Committee and of the Board of Directors but shall not vote on any matter to come before these bodies. The Executive Director shall also perform such other duties as the Board of Directors or President may prescribe.

ARTICLE VIII

Contracts, Checks, Loans, Deposits and Gifts

Section 1. Contracts. The Board of Directors may authorize one (1) or more officers or agents of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized 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 such person or persons as the Board of Directors may from time to time designate by resolution. Such specification may be general or confined to specific instances.

Section 3. Loans. Unless authorized by the Board of Directors, 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. Such authorization 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 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.

ARTICLE IX

Governance Policies

The Corporation and its directors, officers, employees, and members shall observe and follow the policies outlined in this Article IX.

Section 1. Conflicts of Interest. It is the policy of the Corporation and its Board of Directors that the Corporation's directors, officers, and employees carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest.

(a) Procedures. The Corporation's directors, officers, and employees shall have the continuing, affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the Corporation. This policy shall be further subject to the following principles:

(i) Directors, officers, and employees of the Corporation shall conduct their duties with respect to potential and actual contractors, suppliers, agencies, and other persons transacting or seeking to transact business with the Corporation in a completely impartial manner, without favor or preference based upon any consideration other than the best interests of the Corporation.

(ii) Directors, officers, and employees of the Corporation shall not seek or accept for themselves or anyone else, from any person or business entity that transacts or seeks to transact business with the Corporation, any gifts, entertainment, or other favors

relating to their positions with the Corporation that exceed common courtesies consistent with ethical and accepted business practices.

(iii) If a director, or a director's relative (the term "relative" includes spouses, ancestors, and descendants, whether by whole or half blood), directly or indirectly owns a significant financial interest in, or is employed by, any business entity that transacts or seeks to transact business with the Corporation, the director shall disclose that interest or position and shall refrain from voting on any issue pertaining to the transaction.

(iv) Officers and employees of the Corporation shall not conduct business on behalf of the Corporation with a relative or a business entity in which the officer, employee, or his or her relative owns a significant financial interest or by which such officer, employee, or relative is employed, except where such dealings have been disclosed to, and specifically approved and authorized by, the Board of Directors of the Corporation.

(v) The Board of Directors may require the Corporation's directors, officers, or employees to complete annually (or as otherwise scheduled by the Board) a disclosure statement regarding any actual or potential conflict of interest described in these Bylaws. The disclosure statement shall be in such form as may be prescribed by the Board of Directors and may include information regarding a person's participation as a director, officer, or employee of any other nonprofit organization. The Board of Directors shall be responsible for oversight of all disclosures or failures to disclose and for taking appropriate action in the case of any actual or potential conflict of interest transaction.

(b) **Validity of Actions.** The failure of the Corporation, its Board of Directors, or any or all of its directors, officers, or employees to comply with the conflict of interest provisions of these Bylaws shall not invalidate, cancel, void, or make voidable any contract, relationship, action, transaction, debt, commitment, or obligation of the Corporation that otherwise is valid and enforceable under applicable law.

Section 2. Whistleblower Policy and Procedures. The Corporation has established procedures for its officers, employees, and members (collectively, “Associates”) to convey complaints or to identify concerns (a “Complaint”) regarding violations of legal and regulatory requirements to which the Corporation is bound. Such Complaints may be related to financial reporting and disclosure requirements, preparation of financial statements, accounting practices, internal accounting controls, financial audit matters, matters concerning fraud against the Corporation, or inappropriate use of the Corporation’s resources (collectively, “Disclosure Matters”).

The Corporation also respects Associates’ legal right to report actual or suspected unlawful activity directly to government agencies or management, and it is management’s responsibility to ensure that Associates feel comfortable reporting actual or suspected unlawful activity to government agencies or management. In the alternative, Associates may follow the policies and procedures outlined below to file a Complaint with respect to the Disclosure Matters.

(a) Filing a Complaint. Any Associate should submit a good faith Complaint regarding questionable treatment or alleged violations with respect to the Disclosure Matters that an employee cannot foresee resolving through the Corporation’s current organizational structure. Associates should follow the procedures described below to submit a Complaint:

(i) A Complaint may be submitted in writing, confidentially and anonymously, through internal or regular mail or may be delivered in person to the President of the Board of Directors, or, if the Complaint involves the President of the Board of Directors, to the Secretary-Treasurer of the Board of Directors, or, if the Complaint involves both the President and the Secretary-Treasurer of the Board of Directors, to the next highest officer of the Board of Directors who is not involved in the Complaint (respectively, the “Representative”).

(ii) The Associate should mark the envelope containing the Complaint “confidential and private.” If an Associate desires to discuss the matter in person with the Representative, he or she should submit a written request and include a telephone number at which he or she may be contacted if the Representative deems such contact appropriate.

(iii) To the extent possible, any Complaint should be factual and should contain as much specific information as possible setting forth all of the information that the employee knows, in order to allow the Representative to make a proper assessment.

(b) Handling Complaints.

(i) Upon receipt of a Complaint, the Representative, or his or her designee, shall first notify the Executive Committee of the existence of the Complaint and then, with the assistance of the Executive Committee, shall determine whether a reasonable basis exists for initiating an investigation into the Complaint. To assist the Representative in making this determination, he or she may conduct an informal inquiry. To the extent possible, all Complaints shall be handled in a confidential manner.

(ii) The Representative, with the assistance of the Executive Committee, shall report to the Board of Directors all Complaints submitted to him or her since any such last report to the Board, including his or her determination of the Complaint and the results, if any, of any informal investigations.

(iii) If the Board of Directors determines that a reasonable basis exists for initiating a formal investigation into the Complaint, the Board of Directors shall appoint a member of the Board to lead such investigation. In conducting such an investigation, the Board of Directors may retain outside legal or accounting expertise. The Representative, with the assistance of the Executive Committee, shall oversee all investigations.

(iv) The Board of Directors, together with input from the Corporation's management (if requested), shall determine any corrective action, as appropriate. It is the responsibility of the Board of Directors to report to the Corporation's management any noncompliance with legal and regulatory requirements and to assure that the Corporation's management takes the corrective action as directed by the Board of Directors.

(c) No Retaliation against Employees. The Corporation's employees, officers, contractors, and agents of the Corporation may not retaliate or discriminate against any employee who lawfully provides information to federal or state authorities or to the Corporation regarding any conduct that the employee reasonably believes constitutes unlawful activity or who participates in or otherwise assists with an administrative proceeding, judicial proceeding, or investigation by government agencies or the Board of Directors (collectively, the "Proceedings"). Specifically, the Corporation shall not discharge, demote, suspend, threaten, harass, or in any other manner discriminate against any employee in the terms and conditions of his or her employment because the employee participated in the Proceedings. The Corporation also respects its employees' legal

right to refuse to engage in unlawful activities and shall not take any type of disciplinary action against employees who refuse to engage in unlawful activities.

Section 3. Document Retention. It is illegal and against the policy of the Corporation for Associates or directors to knowingly alter, destroy, mutilate, conceal, or falsify any record, document, or tangible object, including electronic records, communications, or documents (collectively, “Records”) with the intent to impede, obstruct, or influence the internal or external investigation or proper administration of any matter. External investigations include, without limitation, matters subject to an investigation by any federal, state, or regulatory body. Internal investigations include, without limitation, informal and formal investigations into Complaints pursuant to the Corporation’s Whistleblower Policies and Procedures, as well as financial audits and reviews. The Corporation, its directors, and its Associates shall retain (or shall cause to retain) all Records, including Complaints (and any related written statements and results of investigations) for a minimum of six (6) years, or as otherwise required by law.

Section 4. Review of Annual Tax Return. To ensure that the Corporation enhances its transparency and accountability to the general public, the Board of Directors shall review and approve the annual tax return of the Corporation (the “Return”) prior to filing such return with the Internal Revenue Service (“IRS”). The Secretary-Treasurer shall work with and direct the Corporation’s accountants (the “Accountants”) to prepare an initial draft of the Return, including all necessary schedules and exhibits. The Secretary-Treasurer or the Accountants shall submit the initial draft of the Return to the President of the Board of Directors well in advance of the date that the Return must be filed with the IRS. The President of the Board of Directors shall distribute copies of the Return to the Board for review and consideration. At a regular or special meeting of the Board of Directors, the Board shall review and consider the Return as presented to the Board.

After the Board of Directors has reviewed the Return, but prior to the filing of the Return, the Secretary-Treasurer or the Accountants shall prepare the requisite schedule documenting the process by which the Board of Directors reviewed the Return.

ARTICLE XI

Amendments

The power to make, alter, amend, or repeal the Bylaws is vested in the Board of Directors of the Corporation. The Board of Directors may amend the Bylaws, subject to the provisions of Indiana Code Section 23-17-18, at a meeting of the board, provided not less than ten (10) days' notice is provided to each director and such notice specifies the date, time, and place of the meeting and that the purpose of the meeting is to consider a proposed amendment to the Bylaws. The notice must contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Amendments shall require for adoption a two-thirds (2/3) vote of the Board of Directors.