

BYLAWS
OF
INDIANA LEGAL SERVICES, INC.

Following are the Bylaws of Indiana Legal Services, Inc. (the "Corporation") adopted by the Board of Directors of the Corporation on December 8, 2000, and made effective concurrently with Articles of Restatement setting forth Amended and Restated Articles of Incorporation of the Corporation on January 1, 2001 (the "Articles of Incorporation"), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (Indiana Code 23-17-1-1 et seq., hereinafter referred to as the "Act").

ARTICLE I

Board of Directors

Section 1.1 Powers and Duties. The corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by or under the direction of, the Board of Directors of the Corporation. In accordance with the Act and the Articles of Incorporation, the Corporation shall not have members.

Section 1.2 Number; Qualification and Appointment. The Board of Directors shall consist of not less than five (5) and not more than fifty-one (51) directors, the exact number to be determined from time to time by the Board, provided that a decrease in the number of directors shall not shorten the term of any incumbent director. All directors shall

be individuals who shall qualify and be appointed, elected or otherwise selected, as provided in or pursuant to Sections 1.5 and 1.6 of this Article.

Section 1.3 Term of Office. Unless the Board of Directors provide for a shorter term for any director group designated in accordance with Section 1.4 of this Article and the Act, directors shall serve for terms of three (3) years, such terms to begin at the close of the meeting following their appointment. Despite the expiration of a director's term, the director continues to serve until his or her successor is appointed and qualifies or there is a decrease in the number of directors designated to comprise the Board of Directors.

Section 1.4 Staggered Terms. The Board of Directors may, by resolution, provide for directors to be divided into two or more groups for the purpose of staggering the expiration of directors' terms. If the Board provides for staggered terms, terms of office for directors shall be designated by the Board for each director group. Terms for directors in any director group may be for up to three (3) years; however, terms need not be uniform among director groups.

Section 1.5 Compliance with LSC Requirements. The Board of Directors shall be composed of directors who meet the individual and collective requirements of the Legal Services Corporation Act, 42 U.S.C. § 2996et seq., (the "LSC Act") and the regulations promulgated thereunder, 45 C.F.R. Subtitle B, Chapter XVI (the "LSC Regulations") as in effect from time to time (hereinafter referred to, collectively, as the "LSC Requirements").

In accordance with the LSC Requirements:

1.5.1 the Board of Directors shall reasonably reflect the interests of the eligible clients in the area served by the Corporation, as well as the diversity of the

population of the areas served by the Corporation in regard to race, ethnicity, gender and other similar factors;

1.5.2 each director shall be supportive of the purposes of the LSC Act and shall have an interest in, and knowledge of, the delivery of quality legal services to the poor;

1.5.3 at least sixty percent (60%) of the directors serving on the Board of Directors shall be attorneys. Attorney-directors comprising a majority of the Board of Directors shall be appointed by the governing bodies of one or more Indiana state, county or municipal bar associations, the membership of which represents a majority of attorneys practicing law in the localities in which the Corporation provides legal assistance; any additional attorney-directors shall be selected and appointed by the Board of Directors or by other organizations designated by the Board which have an interest in the delivery of legal services to the poor;

1.5.4 at least one-third of the directors serving on the Board of Directors shall be eligible clients of the Corporation when appointed, and shall be appointed by a variety of appropriate groups (and never less than two) designated by the Board that reflect, to the extent possible, the variety of interests within the client community, and that may include, but are not limited to, client and neighborhood associations and community-based organizations which advocate for or deliver services or resources to the client community served by the Corporation; and

1.5.5 the remaining directors may be appointed by the Board of Directors or selected in a manner prescribed by the Board.

Section 1.6 Selection of Directors. The Board of Directors shall apportion the geographic areas served by the Corporation into a number of regions (each a "Region") and

shall designate, for each Region, in accordance with the LSC Requirements, (i) the bar association(s) or other organizations that may appoint one or more attorneys as attorney-directors on the Corporation's Board of Directors, as contemplated in Section 1.5.3 of this Article, and (ii) the appropriate groups that may appoint one or more eligible clients as directors on the Corporation's Board of Directors, as contemplated in Section 1.5.4 of this Article. The Board of Directors and the Executive Director of the Corporation shall work with such appointing bar associations, organizations and other groups (each, an "Appointing Authority" and, collectively, the "Appointing Authorities") to establish appropriate procedures for Appointing Authorities to select and appoint directors to the Corporation's Board of Directors and to identify potential director candidates for appointment by the Board or in a manner prescribe by the Board, as contemplated by, and in compliance with, the LSC Requirements.

Unless and until otherwise designated the Board, the Addendum attached to these Bylaws sets forth or identifies (a) the number of directors to serve on the Board of Directors of the Corporation, (b) the Regions established for designating Appointing Authorities and selecting director candidates, (c) the number of attorneys and eligible clients to be appointed to the Board of Directors either by an Appointing Authority or by the Board, by Region, and (d) other provisions relating to the selection and appointment of directors to the Corporation's Board of Directors and to the organization of the Board.

Section 1.7 Disqualification. Without limitation to any other ground for which a director may be removed from the Board of Directors, a director appointed to the Board of Directors as a representative of a particular group or organization may be removed as a director of the Corporation by the Appointing Authority of such group or organization if

that director ceases to be a representative of such group or organization or is otherwise disqualified to serve as a director. Any such removal of a director shall require the appointing authority to give written notice of the removal to the director and to the presiding officer of the Board of Directors or the President or Secretary of the Corporation.

Section 1.8 Removal of Directors. A director may be removed by the Board of Directors for cause at any annual or special meeting of the Board of Directors called for such purpose, by a vote of two-thirds (2/3) of the directors present in person at such meeting; provided, that notice of intention to consider the matter of such removal shall have been given to each member of the Board of Directors not less than ten (10) days prior to such meeting. The cause for such removal shall be specified in a duly adopted resolution, and a certified copy of such resolution of removal shall be transmitted to the appropriate appointing authority or authorities.

Section 1.9 Termination of Director. Each director shall be expected to serve his or her term diligently by attending all duly called Board meetings. The Secretary of the Board of Directors of the Corporation shall maintain a record of the attendance of each director at duly called Board meetings. In the event a director is absent from three (3) Board meetings in any calendar year, the President of the Corporation shall write to such director by certified mail notifying him of the provisions of this section and requesting that the director state in writing whether he/she desires to remain on the Board of Directors or whether he/she desires to resign therefrom. Such director shall be automatically terminated as a director if he/she submits his written resignation or if he/she fails to respond to the letter of the President within ten (10) days of receipt. If such director states in writing that he/she desires to remain a director, he/she shall remain as a director; provided that, in the

event such director is absent from any Board meeting which is unexcused during the calendar year, he/she shall be automatically terminated as director. The Secretary of the Corporation, with the concurrence of the Executive Committee, shall determine whether the absences of each director are to be excused. Excused absences shall be granted for personal or family illness, business necessity, out of town travel and similar justifiable reasons. Any vacancy which arises on the termination of a director as provided in this Section shall be filled according to the procedures established in Section 1.10 of this Article.

Section 1.10 Vacancies. Upon any vacancy occurring on the Board of Directors by reason of death, resignation, removal, disqualification, increase in the number of directors or otherwise, the Secretary shall promptly notify the appropriate Appointing Authority or the Board of Directors. The vacancy shall be filled by the appropriate Appointing Authority or the Board in accordance with Sections 1.5 and 1.6 of this Article. The successor director's term shall begin upon receipt by the Secretary of notice of his or her appointment from the Appointing Authority or the Board and shall continue for the remainder of the unexpired term of his or her predecessor.

Section 1.11 Remuneration of Directors; Expenses. Directors shall receive no compensation or remuneration of any kind for their services as directors of the Corporation, and no director shall have any personal financial interest in any contract made by the Corporation; provided that the Board of Directors or the Executive Committee may authorize reimbursement to any director for necessary and reasonable out-of-pocket expenses or losses incurred in connection with attendance at any meeting of the Board of Directors or the Executive Committee or in connection with any other activity as a director of the Corporation.

ARTICLE II

Meetings of the Board of Directors

Section 2.1 Place and Number of Meetings. All meetings of the Board of Directors shall be held at the principal office of the Corporation, or at such other place within or without the State of Indiana as shall be specified in the notice of such meeting. At least four (4) meetings of the Board of Directors (including the annual meeting) shall be held each year.

Section 2.2 Annual Meetings. The annual meeting of the Board of Directors of the Corporation shall be held on the third Friday in May of each year at such time as shall be specified in the notice of such meeting; provided that the Board of Directors, by resolution adopted not less than thirty (30) days prior to any such meeting date, may postpone the date of the annual meeting to a date not later than forty-five (45) days after the meeting date designated in this Section 2.2.

Section 2.3 Regular and Special Meetings. Regular meetings of the Board of Directors other than the annual meeting shall be held at such times as the Board of Directors shall determine from time to time. In addition, special meetings of the Board of Directors may be called by the President, the Executive Director, or by written petition signed by not less than five (5) members of the Board of Directors.

Section 2.4 Notice of Meetings. Written notice stating the place, day, and hour of each meeting of the Board of Directors shall be delivered to each director by hand, first class mail, facsimile or electronic mail by the Secretary or by the officer calling the meeting at such address as appears upon the records of the Corporation, at least ten (10) days prior to the date of such meeting; provided, that in the event of an emergency declared by the

President or the Executive Director, a meeting of the Board of Directors may be held upon not less than two (2) days notice. Notice of a special meeting shall state the purpose or purposes for which such meeting is called.

Section 2.5 Waiver of Notice. Notice of any meeting may be waived before or after the date of such meeting, if such waiver is in writing, is signed by the director entitled to notice, and is filed with the minutes of the meeting or the Corporation's records. A director's attendance at any meeting shall constitute a waiver of notice unless the director attends the meeting only for the purpose of objecting to the meeting on the ground it was not properly called or convened and such director does not vote for or assent to any action taken at the meeting.

Section 2.6 Quorum. One-third (1/3) of the total number of directors serving on the Board of Directors who are present in person at any duly convened meeting of the Board shall constitute a quorum for the transaction of any business, except as otherwise provided by the Act, the Articles of Incorporation, or these Bylaws; and the act of the majority of directors present at any meeting at which a quorum is present shall constitute action by the Board of Directors, unless otherwise required by the Act, the Articles of Incorporation, or these Bylaws.

Section 2.7 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all the members of the Board of Directors and is evidenced by one or more written consents describing the action taken, signed by all directors, and included in the minutes or filed with the corporate records reflecting the action taken. Such action is effective when the last director signs a consent, unless the consent specifies a prior or subsequent effective date.

An action taken by such written consent has the effect of a meeting vote and may be described as such in any document.

ARTICLE III

Officers

Section 3.1 Offices, Qualifications, and Terms of Office. The officers of the Corporation shall consist of a President, an Executive Director, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers or assistants officers as the Board of Directors may from time to time designate. All officers of the Corporation shall be elected or appointed from among the directors then serving on the Board of Directors. At its annual meeting, the Board of Directors shall elect officers for terms of one (1) year or until their successors have been chosen and qualified, such terms to commence at the close of that annual meeting. No person may hold two (2) or more offices at the same time, and not more than two (2) officers shall be chosen from among directors appointed by any one (1) appointing authority. At least one (1) officer shall be a director who is not an attorney-director of the Board.

Section 3.2 Manner of Election of Officers. The Nominating Committee prescribed under Article V of these Bylaws shall nominate not less than one (1) director as a nominee for each office. A list of all nominees to each office shall be delivered to the members of the Board of Directors not later than ten (10) days prior to the annual meeting. At the annual meeting, each director shall have one (1) vote for each office. In the event that three (3) or more nominees for any office are to be voted upon and none of such nominees receives a majority of the votes cast for such office, the two (2) nominees receiving the highest number of votes shall be voted upon a second time and the nominee receiving a majority of the votes

cast for such office shall be elected. Any member of the Board of Directors may request that such election be held by secret ballot. No proxy or absentee voting shall be allowed for the election of officers or with respect to any other matter on which the Board of Directors proposes to take action.

Section 3.3 Resignation and Removal. Any officer may resign at any time by giving notice of his or her resignation in writing to the Board of Directors or the President, Executive Director or Secretary of the Corporation. Such resignation shall take effect upon receipt of such notice or at any later time specified therein. Any officer may be removed from office at any time, with or without cause, by resolution adopted by a majority of the entire Board of Directors. Any officer shall be removed from office without further action of the Board in the event he or she ceases to be a member of the Board of Directors.

Section 3.4 Vacancies. Whenever any vacancy shall occur in any office of the Corporation by reason of death, resignation, removal, or otherwise, such vacancy may be filled by the Board of Directors at any regular meeting or special meeting called for such purpose. Any officer so elected shall hold office until the expiration of the term of the officer causing the vacancy and until a successor is elected and qualifies.

Section 3.5 President. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors and the Executive Committee. Subject to the direction and control of the Board of Directors, the President shall perform all of the customary duties of the chairperson of a corporation. The President shall appoint the chairperson of all committees of the Board of Directors and shall be an ex officio member of each such committee. The President shall be empowered to sign all written contracts on behalf of the Corporation, and shall perform such other duties as are

incident to the office or as may be prescribed from time to time by the Board of Directors or the Executive Committee.

Section 3.6 Executive Director. The Executive Director shall be the chief operational officer of the Corporation. Subject to the direction and control of the Board of Directors and the Executive Committee, the Executive Director shall be responsible for coordinating and overseeing the daily operations and activities of the Corporation, including the hiring and supervision of the staff or other personnel working on behalf of the Corporation. The Executive Director shall be empowered to sign all written contracts on behalf of the Corporation in the ordinary course of business, and shall perform such other duties as are incident to the office or as may be prescribed from time to time by the Board of Directors or the Executive Committee.

Section 3.7 Vice President(s). The Vice President(s) shall assist the President and the Executive Director in the performance of their duties. At the request of the President, or in his or her absence or disability, the Vice President (or, if more than one, the Vice Presidents in their order of seniority as designated by the Board of Directors) shall perform the duties of the President. In addition, the Vice President(s) shall perform such duties and assignments as may from time to time be delegated by the President or the Executive Director, or as may be assigned by the Board of Directors or Executive Committee.

Section 3.8 Secretary. The Secretary shall attend all meetings of the Board of Directors and the Executive Committee and shall be responsible for keeping minutes of all such meetings in appropriate minute books of the Corporation. The Secretary shall be responsible for the giving of all notices of meetings pursuant to these Bylaws or as otherwise directed by the Board of Directors and shall keep a register of the names, addresses,

telephone and facsimile numbers, and other contact information of each member of the Board of Directors. The Secretary shall be the custodian of all books and records of the Corporation, other than financial records, and shall see that all reports, statements, certificates or other records required by law are properly kept and filed. The Secretary shall perform all duties incident to the office of secretary and such other duties as may be prescribed by these Bylaws or from time to time by the Board of Directors or Executive Committee.

Section 3.9 Treasurer. The Treasurer shall have charge and custody of all funds and securities of the Corporation and shall deposit such funds in the name of the Corporation in such banks or other depositories as shall be designated by the Board of Directors or the Executive Committee. The Treasurer shall keep or cause to be kept complete and correct records of account, exhibit such records at reasonable times and upon request to any officer or member of the Board of Directors, and shall render a statement of the financial condition of the Corporation upon request at any meeting of the Board of Directors or the Executive Committee. The Treasurer shall prepare and submit a full financial report of the operations of the Corporation for the preceding fiscal year for each annual meeting of the Board of Directors; shall cause to be prepared and filed any reports or returns required by the United States Internal Revenue Service or any other taxing authority; and shall perform all duties as may be prescribed from time to time by these Bylaws or assigned by the Board of Directors or Executive Committee. The Treasurer, and any other officer or agent entrusted with responsibility for the funds of the Corporation, shall give bond in such sum and with such surety as the Board of Directors or the Executive

Committee may require, conditioned upon the faithful performance of his or her duties with respect to such funds, the premium on any such bond to be paid by the Corporation.

Section 3.10 Assistant Officers. The Secretary and the Treasurer are authorized to appoint, with the approval of the Board of Directors or the Executive Committee, one or more Assistant Secretaries or Assistant Treasurers, who need not be members of the Board of Directors, for such terms or periods as may be appropriate, and to delegate to such assistants such powers or duties as may be necessary to aid them in the performance of their duties. An Assistant Secretary may attest the execution of any contract or other document by the Corporation and affix the corporate seal, if any, in the absence or disability of the Secretary. The Executive Director shall be an Assistant Secretary of the Corporation.

Section 3.11 Delegation of Authority. In the event of temporary absence or disability of any officer of the Corporation, the Board of Directors or Executive Committee may delegate the powers or duties of such officer to any other officer or member of the Board of Directors for any specified period.

ARTICLE IV

Indemnification

Section 4.1 Indemnification of Directors. Every person who is or was a director of the Corporation (as defined in IC 23-17-16-2) shall be indemnified by the Corporation against all liability and reasonable expenses (as such terms are defined in IC 23-17-16-3 & 23-17-16-4) incurred by such person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, because such person is or was a director of the Corporation, provided that such person is determined in the manner specified in IC 23-17-15-12 to have met the standard of

conduct specified in IC 23-17-16-8. Subject to the requirements of IC 23-17-16-10, the Corporation shall advance to such person the reasonable expenses incurred by him or her in connection with any such action, suit or proceeding. Upon demand for indemnification or advancement of expenses, as the case may be, the Corporation shall proceed as provided in IC 23-17-16-12 to determine whether such person is entitled thereto.

Section 4.2 Indemnification of Officers. Every person who is or was an officer of the Corporation shall be indemnified, and shall be entitled to an advancement of expenses, to the same extent as if such person were a director.

Section 4.3 Other Indemnification. Any indemnification authorized by this Article shall not limit or preclude the exercise of any right provided under the Act, the Corporation's Articles of Incorporation, these Bylaws, any general or specific action of the Board of Directors of the Corporation, or any contract relating to indemnification of or the advancement of expenses to any director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any director, officer, employee or agent.

ARTICLE V

Board Committees

Section 5.1 Executive Committee. The Board of Directors shall establish an Executive Committee to consist of the President, the Executive Director, the Vice President(s), the Secretary and the Treasurer, and any additional directors as the Board of Directors may designate. The Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the affairs of the Corporation during the interval between meetings of the Board of Directors, subject to such limitations

as are imposed by the Act (including, but not limited to, the limitations specified in IC 23-17-15-6(e)) or in the Articles of Incorporation or these Bylaws.

Section 5.2 Nominating Committee. After each annual meeting of the Board of Directors, the President shall appoint a Nominating Committee consisting of not less than five (5) members of the Board of Directors. Not more than one (1) member of the Nominating Committee shall be an officer of the Corporation, and at least two (2) members shall be other than attorney-directors of the Board. The President shall designate the chairman of the Nominating Committee. The Nominating Committee shall nominate at least one (1) person for each office designated by the Board in the manner and in accordance with the qualifications set forth in Article III of these Bylaws. All such nominations shall be submitted to the Secretary of the Corporation in writing not later than fifteen (15) days prior to the date of the annual meeting.

Section 5.3 Other Committees. The Board of Directors may from time to time establish other standing or special committees in addition to those specifically designated in this Article V. Subject to the approval of the Board, the President shall appoint the chairperson of each such standing or special committee. Members of standing and special committees shall be appointed by the Board from among the members of the Board of Directors. The President shall be an ex officio member of each such committee.

Section 5.4 Meetings of Committees. Except as otherwise provided in Section 5.1 with respect to the Executive Committee, meetings of each committee of the Board shall be held upon call by the committee chairperson or by the President of the Corporation. Each committee shall provide for its own organization, including election of officers (if any) other

than the chairperson, as well as the places, times, and procedures in regard to the holding of meetings. Each committee shall keep a record of the minutes of its meetings.

Section 5.5 Reports. Each standing or special committee of the Board shall prepare and submit a written report of its activities during the preceding year at the annual meeting of the Board of Directors, and shall submit such additional or more frequent reports as may be requested by the Board of Director or by the Executive Committee.

ARTICLE VI

Regional Advisory Councils

Section 6.1 Appointment. The Board of Directors shall appoint, for each Region identified by the Board for the appointment of directors, a Regional Advisory Council to assist the Corporation in being responsive to regional and local needs and opportunities.

Section 6.2 Functions. Each Regional Advisory Council shall assist the Corporation in particular by:

- 6.2.1 setting case acceptance guidelines for its Region;
- 6.2.2 helping to raise funds for the Corporation in it Region;
- 6.2.3 linking the Corporation's staff to human service and other
in its Region organizations;
- 6.2.4 advising the Corporation's staff on a wide variety of issues and
opportunities in the Region;
- 6.2.5 advising the Board of Directors on various policy issues;
- 6.2.6 recommending appointing authorities within the Region to the Board
of Directors; and
- 6.2.7 coordinating with pro bono committees in its Region.

Section 6.3 Council Members. The members of Regional Advisory Councils may include eligible clients of the Corporation, attorneys, services providers, community leaders, and others with an interest in civil legal assistance for low income persons; provided, that attorneys shall not comprise greater than one-half of the members of any Regional Advisory Council.

ARTICLE VII

Contracts. Disbursements and Deposits of Funds

Section 7.1 Contracts. The Board of Directors or the Executive Committee may authorize any one or more officers or agents of the Corporation, in addition to the officers otherwise authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instances. The Corporation shall not be obligated by any officer, agent, or employee for any purpose other than in the ordinary course of business or pursuant to an approved budget without specific approval by the Board of Directors.

Section 7.2 Checks, Drafts, and Other Evidence of Indebtedness. All disbursements of funds by the Corporation shall be made by check, draft, or other written or recorded evidence of indebtedness; and all such instruments shall be signed by such officers, employees or agents as may from time to time be specified in depository resolutions adopted by the Board of Directors or the Executive Committee.

Section 7.3 Deposits. All funds received by the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories and under such conditions as the Board of Directors may designate from time to time, or as the Executive Committee may determine if such power is delegated to the Executive

Committee by the Board of Directors. For purposes of making any such deposits, any person or person to whom such power is delegated by the Executive Committee may endorse, assign, and deliver checks, drafts, or other orders for the payment of money which are made payable to the Corporation.

Section 7.4 Gifts. The Board of Directors or the Executive Committee may accept on behalf of the Corporation any contribution, gift, bequest, or devise from any person, firm, or corporation for the general purposes of the Corporation or for any special purpose consistent with the purposes and functions of the Corporation. Any funds received for a special purpose may be placed in a special deposit or otherwise segregated on the books of the Corporation, as determined by the Executive Committee or Treasurer of the Corporation.

Section 7.5 Interest of a Director in a Contract. The Corporation may enter into any contract or transaction with any organization, association, or corporate entity of which one or more of the directors of the Corporation is a member, director, officer, manager or employee, and no such contract shall be invalid, provided such contract or transaction is entered into in good faith. Any director with an interest in such a contract, whenever necessary to avoid an apparent conflict of interest, shall recuse himself or herself from any vote or other action by the Board with respect to such contract.

ARTICLE VIII

Other Rules, Regulations and Policies

Section 8.1 Board Authority. The Board of Directors shall from time to time adopt and promulgate such rules, regulations and policies for the Corporation as it deems necessary or appropriate in regard to (a) eligibility of persons for legal services to be

provided by this Corporation, (b) specification of or limitations upon kinds of legal services to be rendered eligible recipients by attorneys employed by the Corporation, (c) procedures with respect to referral of ineligible persons or kinds of services to appropriate agencies or private attorneys, (d) personnel policies and regulations applicable generally to employees of the Corporation, (e) records to be kept and reports to be made by staff employees of the Corporation, and (f) such other matters as may be necessary or appropriate for the conduct of the programs and activities of this Corporation.

ARTICLE IX

Miscellaneous

Section 9.1 Corporate Seal. The Board of Directors may provide for a suitable seal of the Corporation, which shall be circular in form and contain the name of the Corporation around the top of its periphery, and shall include the words "Non-Profit," "Indiana" and "Seal" thereon.

Section 9.2 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and shall end upon the last day of December of each year.

Section 9.3 Annual Audit. The financial records of the Corporation shall be audited annually by a certified public accountant designated and employed for such purpose by the Board of Directors or by the Executive Committee. Copies of each annual audit shall be available for inspection by each member of the Board of Directors, by any interested agency or organization, and by the public.

ARTICLE X

Amendments

Section 10.1 Board Authority. Subject to any requirements of law and of the Articles of Incorporation, the power to make, alter, amend, or repeal all or any part of these Bylaws is vested in the Board of Directors. Amendments to the Bylaws shall be adopted by affirmative vote of a majority of the members of the Board of Directors present at any meeting.

12/08/00