

As adopted by written consent of the Board of Directors and the Members effective February 8, 2008.

BYLAWS
OF

ST. JOSEPH COUNTY BRIDGES OUT OF POVERTY, INC.

ARTICLE I

Name

The name of the Corporation shall be St. Joseph County Bridges Out of Poverty, Inc., hereinafter referred to as the “Corporation”.

ARTICLE II

Purposes

The purposes of the Corporation are:

- a) the Corporation is organized exclusively for educational and charitable purposes
- b) making of the distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code;
- c) receiving, holding and disbursing gifts, bequests and funds arising from all sources;
- d) acquiring, owning and maintaining real estate, buildings and other property, real or personal, incidental, necessary, or proper to carry out said purposes;
- e) doing all the things necessary or incidental to the accomplishment of such purposes; and
- f) performing any purposes for which nonprofit corporations are authorized under the Indiana Nonprofit Act of 1991 (the “Act”) as may be amended from time to time.

ARTICLE III

Members

Section 1: Criteria for Membership. Any individual, business, organization or other entity supportive of the purpose may be a Member of the Corporation.

Section 2: Membership Dues. Members pay membership dues as established by the Members at its Annual Member Meeting.

Section 3: Voting. All Members are voting members. If the Member is a business, organization or other non-individual entity it shall designate a Representative to vote and conduct business on its behalf.

Section 4: Responsibilities of Members. The Members, acting in accordance with the provisions in these Bylaws are responsible for:

- a) Electing a Board of Directors to whom they delegate responsibility for the direction of the Corporation.
- b) Establishing the amount of Member dues.
- c) Making or altering any Bylaw or Bylaws.

Section 5: Annual Meeting. At least one membership meeting, the Annual Meeting, shall be held each calendar year. Notice of this meeting shall be given to Members at least fourteen (14) days prior to such meeting. At this meeting, Members will elect the Board of Directors, establish membership dues, and conduct other business as required.

Section 6: Special Meetings. Special Meetings of Members may be called by the Board of Directors or upon the written request of twenty-five (25) or more Members. Notice of such a meeting shall be given at least fourteen (14) days in advance of the meeting and shall state the matters to be considered.

Section 7: Quorum. Twenty-five percent (25%) of the Members shall constitute a quorum at the Annual Meeting or any Special Meeting.

Section 8: Presence. Any or all Members may participate in any annual or special membership meeting by, or through the use of, any means of communication by which all members participating may simultaneously hear each other during the meeting. A Member so participating is deemed to be present in person at the meeting.

Section 9: Manner of Acting. The act of a majority of the Members present at a meeting at which a quorum present shall be the act of the Members.

Section 10: Resignation of Members. A Member may resign at any time by delivering written notice to the Board of Directors, effective upon receipt.

ARTICLE IV

Board of Directors

Section 1: Qualifications. Members of the Board of Directors must be Members or designated Representatives of Members of the Corporation who have consented to individual acceptance of responsibility to further the achievement of the Corporation.

Section 2: Number and Tenure. The Board of Directors shall consist of not less than five (5) and not more than twenty (20) elected Members. One third (1/3) of the Directors shall be elected annually at the Annual Meeting of the Members for a term of three (3) years. Each Director shall hold office until a successor has been duly qualified and elected or until the Director's death or resignation. No Director shall serve more than two (2) consecutive terms.

Section 3: Election of the Board of Directors. The Board of Directors shall be elected from a slate of nominees presented by the Nominating Committee prior to the Annual Member Meeting pursuant to Article VI Section 1 and nominations from the floor. Nominations from the floor may be made by a Member of the Corporation and seconded by another Member of the Corporation with the consent of the nominee.

Section 4: Responsibilities. The Board of Directors is responsible for carrying out the work of the Corporation as delegated by the Members, including determining and implementing the policies and procedures of the Corporation; controlling operating funds and capital assets of the Corporation; approving the personnel policies; employing the staff of the Corporation; establishing the programs of the Corporation and the planning process by which they are determined; and electing the Officers of the Corporation.

Section 5: Annual Meetings. The annual meeting of the Directors shall be held in the month of January for the purpose of electing the Officers and for conducting such other business as may come before the Board.

Section 6: Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call Special Meetings of the Board may fix any date, place and time. Notice of such a meeting shall be given at least three business (3) business days in advance of the meeting and shall state the matters to be considered.

Section 7: Quorum. A majority of the entire Board of Directors shall constitute a quorum. However, when filling vacancies in the Board, a majority of the existing Directors shall constitute a quorum.

Section 8: Presence. Any or all Directors may participate in any annual or special meeting by, or through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director so participating is deemed to be present in person at the meeting.

Section 9: Manner of Acting. 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 10: Power to Elect and Appoint Officers. The Board of Directors shall elect a president, one or more vice presidents, a secretary and a treasurer. The Board shall have the power to elect such other officers and agents as the Board may deem necessary for the transaction of business of the Corporation. Any officer or agent may be removed by the Board of Directors whenever in

the judgment of the Board the interests of the Corporation will be served thereby. The Board shall also have the power to fill any vacancy in any office occurring for any reason.

Section 11: Delegation of Powers. The Board of Directors shall not delegate its responsibilities and powers to any one or more officer(s) or Director(s). Likewise, no one or more Director(s) may act of behalf of the Board of Directors.

Section 12: Resignation of Directors. A Director may resign at any time by delivering a written notice to the Board of Directors or to the President. A resignation is effective when the notice is received unless the written notice specifies a later effective date.

Section 13: Removal. A Director may be removed for cause by a vote of two-thirds (2/3) of all Directors then in office. Such action shall be taken at a regular meeting of the Board of Directors or at a special meeting called for such purpose, and the proposed removal shall be set forth in a notice of any such regular or special meeting, sent at least ten (10) days prior thereto.

Section 14: Vacancies. When a vacancy occurs on the Board of Directors due to the resignation, removal or death of a Director, or increase in the number of Directors, the Board may fill the vacancy at the next regular meeting or a special meeting called for that purpose. If the Directors remaining in office constitute fewer than a quorum of the Board of Directors, then the remaining Board of Directors may fill the vacancy by an affirmative vote of a majority of Directors remaining in office.

Section 15: Compensation. The Directors shall not receive any compensation for their service.

ARTICLE V

Officers

Section 1: Officers. The Board of Directors shall elect the officers of the Corporation. The officers of the Corporation shall be a president, one or more vice-presidents, a secretary, a treasurer, and such other officers as may be deemed desirable by the Board of Directors. Any two or more offices may be held by the same person.

Section 2: Election and Term of Office. The officers of the Corporation shall be elected annually from and by the Board of Directors at the regular January meeting of the Board of Directors. Each officer shall hold office for one (1) year or until a successor shall have been duly elected and shall have qualified, unless earlier removed by the Board of Directors. All officers and agents can be removed at any time by the affirmative vote of the majority of the members of the Board of Directors. Officers shall be eligible for reelection.

Section 3: President. The president shall provide direction and organization to the Board of Directors and general supervision to the officers of the Corporation. The president shall preside over all meetings of the Board of Directors and at the membership meetings. The president shall

sign written contracts of the Corporation and shall perform all such other duties as are incident to this office.

Section 4: Vice President(s). The vice-president(s), in the order designated by the Board of Directors shall perform the duties specified in Section 3 of this Article in the absence or disability of the president. In addition, the vice-president(s) shall perform duties and assignments which may from time to time be delegated by the president or the Board.

Section 5: Secretary. The secretary shall have the responsibility for ensuring that notices required by these Bylaws are issued, and shall ensure that minutes of all meetings of the Board of Directors and membership be adequately kept. The secretary shall have responsibility for all corporate books, records and papers, and any and all written contracts of the Corporation. The secretary shall perform all such other duties as are incident to the office.

Section 6: Treasurer. The treasurer shall have custody of all moneys and securities of the Corporation and shall give bond in such sums and with such surety as the Directors may require, conditioned upon faithful performance of this office. The treasurer shall perform all such other duties as are incident to this office.

Section 7: Vacancies. Vacancies among elected officers occurring during the annual term shall be filled by the Board of Directors.

Section 8: Compensation. The Officers of the Corporation shall not receive any compensation for their service.

Section 9: Resignation. Any officer may resign at any time by delivery of notice to either the Board of Directors or the Secretary of the Corporation. A resignation is effective when the notice is received unless the written notice specifies a later effective date.

ARTICLE VI

Committees

Section 1: Nominating Committee. The nominating committee shall consist of five (5) Members of the Corporation appointed annually by the Board of Directors at the regular January meeting of the Board of Directors and shall serve for a term of one (1) year. No member shall serve more than two (2) consecutive terms. The Board of Directors will appoint the chairman of the nominating committee from its members to preside at the committee's meetings and to oversee the work of the committee. The nominating committee shall present a single slate of candidates for the Board of Directors of the Corporation to be elected at the Annual Membership Meeting. The slate shall be delivered to all Members along with the Notice of the Annual Meeting pursuant to Article III Section 5.

Section 2: Standing and Special Committees. The Board of Directors shall appoint such standing and special committees of such size and leadership as the Board of Directors may deem

necessary to properly carry on the activities and affect the purposes of the Corporation. Such committees shall perform as the Board of Directors may direct.

Section 3: Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII

Miscellaneous

Section 1: Contracts. The Board of Directors may authorize any officer or officers, agent or agents to the Corporation in addition to the officers 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.

Section 2: Checks, Drafts, etc. All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Such resolutions shall be signed by the treasurer and countersigned by the president or vice president of the Corporation.

Section 3: Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation at such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4: Gifts. The Board of Directors and any officer of the Corporation may accept on behalf of the Corporation any contribution, gift bequest or devise for the general purpose or for any special purpose of the Corporation.

Section 5: Books and Records. The Corporation shall keep accurate and complete books and records of account and shall also keep minutes of the meetings of the Members, Board of Directors, Nominating Committee and other committees having any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Board of Directors.

Section 6: Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

Section 7: Corporate Seal. The Corporation shall have no seal.

ARTICLE VIII

Corporate Indemnification

Section 1: Indemnification. To the extent not inconsistent with the law of the State of Indiana every person (and the heirs and personal representative of such person) who is or was a director or officer of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by such director or officer in connection with or resulting from any claim, action, suit or proceeding: (a) if such director or officer is wholly successful with respect thereto, or (b) if not wholly successful, then if the director or officer is determined to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation, and, in addition, with respect to any criminal action or proceeding, is determined to have had no reasonable cause to believe that the conduct was unlawful. The termination of any claim, action, suit or proceeding, by judgment, settlement (whether with or without court approval), conviction, pleas of guilty or plea of nolo contendere (or its equivalent) shall not create a presumption that a director or officer did not meet the standards of conduct set forth in this Section.

As used in this Section, the terms “claim, action, suit or proceeding” shall include any claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a director or officer of the Corporation (or the heirs and personal representatives of each director or officer) may become involved, as a party or otherwise:

- (a) by reason of being or having been a director or officer of the Corporation or of any corporation which he or she served as such at the request of the Corporation, or
- (b) by reason of acting or having acted in any capacity in a partnership, association, trust or other organization or entity where he or she served as such at the request of the Corporation, or
- (c) by reason of any action taken or not taken in such capacity, whether or not he or she continues in such capacity at the time of the liability or expense shall have been incurred.

As used in this Section, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts for judgments, fines, penalties against, and amounts paid in settlement by or on behalf of, a director or officer.

As used in the Section, the term “wholly successful” shall mean (a) termination of any action, suit or proceeding against the person in question without any finding of liability or guilt, (b) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding, or (c) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Every person claiming indemnification hereunder (other than those who have been wholly successful with respect to any claim, action, suit or proceeding) shall be entitled to indemnification (a) if special independent legal counsel, which may be the regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the “referee”), shall deliver to the Corporation written findings that such director or officer has met the standards of conduct set forth herein, and (b) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee’s findings which are within the possession or control of the Corporation.

The rights of indemnification provided in this Section shall be in addition to any rights to which any such director or officer may otherwise be entitled. Irrespective of the provisions of this Section, the Board of Directors may, at any time, and from time to time, approve indemnification of directors, officers, employees, or other persons to the full extent permitted by the law of the State of Indiana, whether on account of past or future transactions.

Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amounts unless he or she is entitled to indemnification.

The Board of Directors is authorized and empowered to purchase insurance covering the Corporation’s liabilities and obligations under this Section and insurance protecting the Corporation’s directors, officers and employees.

ARTICLE IX

Amendment to Bylaws

Section 1: Amendments. These Bylaws may be amended by the affirmative vote of a majority of the Members, provided that the text of the proposed amendments shall have been sent to all Members with the call for the meeting at least fourteen (14) days in advance of the meeting.