

EARLY LEARNING INDIANA, INC.
RESTATED AND AMENDED BYLAWS

The undersigned officers of the Early Learning Indiana, Inc. (hereinafter referred to as the "Corporation") existing pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (hereinafter referred to as the "Act"), hereby certify the adoption of these new, Restated and Amended Bylaws to supersede and take the place of its heretofore existing Bylaws, as Amended, at a duly noticed, called and constituted meeting of the Board of Directors on the 19th day of August, 2020.

ARTICLE I

IDENTIFICATION

Section 1. Name: The name of the Corporation is Early Learning Indiana, Inc. (hereinafter referred to as the "Corporation").

Section 2. Registered Office and Agent: The street address of the principal and registered office of the Corporation is 1776 N. Meridian Street, Suite A, Indianapolis, IN 46202 and the Registered Agent is the Chief Executive Officer at the same address.

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

Section 4. Books and Records: The books and records of the Corporation shall be kept at its principal office. They may be inspected by any member of the Board of Directors, upon reasonable notice with proper stated purpose during normal business hours.

Section 5. Mission: The Mission of Early Learning Indiana, Inc. is to ensure the highest level of early care and education for children in Indiana.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Duties and Qualifications: The business and affairs of the Corporation shall be managed by a Board of Directors.

Section 2. Election: There shall be no fewer than 11 and no more than 33 directors of the Corporation. The Day Nursery Auxiliary shall select, in such manner as its Bylaws shall provide, 1 of the directors to serve a 1-year term. The remaining 10-32 Directors shall be elected at the annual meeting, each to serve for a 3-year term. Directors shall serve until their successors are chosen. The terms of Directors elected at the annual meeting shall always be for 3 years, except when it is necessary to elect some for shorter terms in order to fill vacancies. No Director

hereafter elected shall be elected for a term of more than three (3) years, nor for consecutive terms, either full or partial, aggregating more than six (6) years. Years during which a Director serves as an Officer, shall not count toward his or her maximum aggregate term. However, in no event shall any director remain a director for more than nine (9) consecutive years. A Director, having been elected for consecutive terms aggregating six (6) years shall be ineligible for election for a further term until at least one (1) year has elapsed from the expiration of the last term for which such person was elected. Even if the term of office as Director has expired, the chair of an Ad Hoc committee shall be a non-voting ex-officio member of the Board until such project is completed. The honorary Directors shall be ex-officio members of the Board. The term "year" shall mean the period between the October meetings, whether such period be more or less than a full year.

Section 3. Vacancies: Any vacancy in the Board caused by death, resignation, or otherwise, except by increase in number of Directors and except as provided in Section 4 of this Article, may be filled by a majority vote of all the remaining members of the Board. Vacancies on the Board occasioned by an increase in the number of Directors shall be filled by a majority vote of the Directors entitled to vote therefore at the October meeting or special meeting thereof. Any Director so elected by the Board, shall hold office until the next October meeting of the Board and until his or her successor shall be elected and qualified.

Section 4. Removal of Directors: At any meeting of the Board and after consultation with the Board Operations Committee, any director may be removed by majority vote of the Directors then in office. A successor Director may be elected at the same meeting for the unexpired term of the Director removed. Failure to elect a Director at such meeting to fill the unexpired term of any Director so removed shall be deemed to create a vacancy on the Board, which may be filled by the remaining Directors in accordance with Section 3 of this Article.

Section 6. Resignation: Any Director may resign at any time by delivering written notice to one (1) of the following: (1) The Board of Directors, (2) The Chair, or (3) the President/CEO or the Secretary of the Corporation. Such resignation shall be made in writing and shall be effective at the time specified therein, and, if no time be specified, at the time of its acceptance by the Board of Directors, the Chair, the President/CEO or the Secretary. The acceptance of a resignation shall not be necessary to make it effective.

Section 7. Regular Meetings: Regular meetings of the Board shall be held six (6) times per year, at the time and place designated by the Board; provided, however, that the Board may have more or fewer regular meetings at the discretion of the Board. Notice of the date, time, place or purpose shall be sent to the Directors by e-mail.

Section 8. Special Meetings: Special meetings of the Board may be called by the Chair, and shall be called by order thereof upon the written request of no fewer than two (2) Directors preceded by notice of at least two (2) days to each Director of the date, time and place of the meeting as well as setting forth the business to be conducted at such meeting. Such notice may be given to each Director either personally, or by mail, email or fax. Notice of any Special

Meeting may be waived by any Director in writing signed by the Director entitled to notice. A Director's attendance at or participation in a meeting shall constitute waiver of notice of such meeting. All meetings of the Board shall be conducted in accordance with Robert's Rules of Order, newly revised eleventh edition.

Section 9. Quorum: A majority of the Board in office immediately before the meeting begins shall be necessary to constitute a quorum for the transaction of any business, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation, or this code of Bylaws.

Section 10. Responsibilities of the Board of Directors: The board has the power and authority to adopt such policies as it may from time to time deem appropriate for the smooth and lawful operation of the corporation. The major responsibilities of the Board of Directors include hiring and evaluating the Chief Executive Officer (CEO) of the Corporation, setting general policies, strategic planning, fund-raising and assessment of the Corporation's effectiveness in meeting its mission.

1. The Board Operations Committee shall meet with the Chief Executive Officer and provide him/her with a verbal and written evaluation of his/her performance according to the Board established procedure.
 2. The written evaluation shall become part of the Chief Executive Officer's personnel file.
 3. The Board Operations Committee will deliberate and approve compensation adjustments for the Chief Executive Officer in accordance with the compensation philosophy and ranges approved by the Board of Directors.
 4. The Board Operations Committee may make a recommendation of dismissal of the Chief Executive Officer to the Board.
 5. The Board Operations Committee shall provide for the Board of Directors a summary report of the results of the evaluation of the Chief Executive Officer's performance and of all decisions and recommendations resulting from that evaluation.
 6. The Chief Executive Officer may be dismissed with or without cause by a 2/3 vote of the entire Board of Directors at a legally constituted Board meeting.
- A. Evaluating the Corporation's achievements and priorities at least annually and to use the knowledge gained thereby to revise the Corporation's goals, objectives, plan and budget as necessary and appropriate.

- B. Selecting the independent auditor.
- C. Reviewing and officially accepting the annual audit report.
- D. Orienting and training board members and conducting self-evaluations so that board members develop their abilities to make informal decisions regarding the Corporation's strategic direction, policies and financial position.

Section 12. Committees: The Board of Directors may create committees or task forces as needed, such as the Board Operations; Financial Performance and Oversight; External Affairs and Resource Development; Planning, Program, and Public Policy, etc. The Board Chair appoints all committee and task force chairs.

Section 13. Board Operations Committee: The Board Operations Committee shall be composed of the officers of the Board, as specified in Article III and any other Director appointed by the Board Chair. The Board Operations Committee shall have and may exercise all of the authority of the Board in the oversight of the affairs of the Corporation. The Board Operations Committee shall meet at the call of the Chair. A majority of the members of the Board Operations Committee shall constitute a quorum at meetings of the Board Operations Committee. The Board Operations Committee shall keep regular minutes of its proceedings and report the same to the Board. The minutes of its proceedings shall be presented at the next meeting of the Board and the Board shall vote either to ratify the action of the Board Operations Committee, or failing ratification, shall direct the Board Operations Committee to take specific corrective action.

Section 14. Action Without Meeting: Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if prior to such action, a written consent to such action describing the action to be taken is signed by all members of the Board or of such committee, and such written consent is filed with the minutes of proceedings of the Board or the committee. Individual consent can be given by way of an email, fax or other written electronic communication.

Section 15. Participation in Meetings by Means of Conference or Other Similar Communications Equipment: Any or all of the Directors or the members of a Committee designated by the Board may participate in a meeting of the Board or Committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in this manner constitutes presence in person at the meeting.

Section 16. Honorary Directors: By majority vote of the board, the Board of Directors may elect Honorary Directors. Honorary Directors shall be *ex-officio*, non-voting members who may be removed as Honorary Directors at any meeting for any reason by majority vote.

Section 17. Compensation: No Board Member shall accept monetary compensation and all loans to Board Members are prohibited.

ARTICLE III

OFFICERS, POWERS AND DUTIES

Section 1. Officers and Qualifications: The officers of the Board shall consist of the Chair, Vice-Chair, the Secretary, Treasurer, and Immediate Past Chair. All officers shall be chosen from among the Directors, and no two (2) or more offices may be held by the same person.

Section 2. Terms of Office: Each officer shall be elected by a majority of the Board at its annual meeting and shall hold office for a term of two (2) years and until the successor shall be duly elected and qualified. If such meeting is not held as above provided, the election of Officers may be held at any subsequent meeting of the Board.

Section 3. Vacancies: Whenever vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the vote of a majority of the Board at a regular, special or annual meeting thereof. Any officer so elected shall hold office until the next meeting of the Board and until the successor shall be duly elected and qualified.

Section 4. Chair: Subject to the general oversight of the Board, the Chair shall have the following duties:

- A. To preside at the board meetings.
- B. To chair Board Operations Committee.
- C. To serve as an ex-officio, non-voting, member of all committees.
- D. To maintain contact with the Chief Executive Officer between meetings.
- E. To formulate the agenda for meetings. (Chair may seek help from the Chief Executive Officer, but the final agenda is formulated by the Board Chair.)
- F. To monitor annual and periodic reports.
- G. To initiate, direct, and write the annual evaluation of Chief Executive Officer Performance.
- H. To appoint the members of all committees other than the Board Operations Committee
- I. To perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

Section 5. Vice Chair: The Vice Chair shall have the following duties:

- A. To preside in the absence of the Chair at all meetings of this organization.

B. To carry out the official duties of the Chair in his/her absence.

C. To assist the Chair upon request.

D. To serve as chair of a committee if appointed by the Chair.

Section 6. Committee and Task Force Chairs: The Committee and Task Force Chairs shall perform such duties from time to time as the Chair and Board may prescribe.

Section 7. Secretary: The Secretary shall have the following duties:

A. To keep or cause to be kept:

1. Minutes of all proceedings of this organization in a permanent record book.

2. An accurate record of membership and attendance.

3. A register of the address of each Member of the Board of Directors.

B. To send or cause to be sent notices of meetings and activities of this organization to Members of the Board of Directors.

C. To attest to the instruments of the corporation, including signing duly approval copies of Board of Directors and Board Operations Committee meeting minutes.

D. To assist the Chair upon request.

E. To notify the Chair of the Board and the Chair of the Board Operations Committee when a

Member or Officer has missed four (4) meetings of the Board of Directors in any calendar year.

Section 8. Treasurer: The treasurer shall have the general oversight responsibility for all funds and property of the organization. She/he shall oversee the way in which financial records are kept and which at all reasonable time shall be open to the examinations of any Member of the Board. The staff shall work with the Treasurer to help prepare the budget. But the budget is presented to the Board by the Treasurer. In addition, the Treasurer shall:

A. Insure that financial statements are distributed.

B. Make certain that the books are audited at least annually.

C. Serve as chairperson of the finance/investment committee.

- D. Assure that the funds of the Corporation are deposited in such banks and/or trust companies as may be designated by the Board of Directors.
- E. Assure the availability of the books of the Corporation for review by appropriate individuals, and see that therein is entered regularly a full and accurate account of all monies received and disbursed by the Corporation.
- F. Render other reports as necessary, as may be requested by the Chair or Chief Executive Officer.

Section 9. Immediate Past Chair: The Immediate Past Chair

- A. To assist the Chair upon request.
- B. To serve as chair of a committee if appointed by the Chair.

Section 10. President/CEO: The Board of Directors shall employ a competent, professionally trained President/CEO who has the responsibility for administering the Corporation's service program in accordance with the policies adopted by the Board and who has authority to employ all members of the staff in accordance with the compensation philosophy and salary ranges which have been approved by the Board. The President/CEO shall be accountable to the Board, shall attend all annual, regular and special meetings of the Board, but shall not be a member ex-officio of all committees.

Section 11. Removal: Any officer may be removed, with or without cause, from office by the affirmative vote of a majority of all the Directors at any regular or special meeting of the Board of Directors.

Section 12. Resignations: Any officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and, if no time be specified, at the time of its receipt by the Chair or the Secretary of the Corporation. The acceptance of a resignation shall not be necessary to make it effective.

ARTICLE IV

INDEMNIFICATION

Section 1. Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding if (a) if such person is wholly successful with respect thereto or, (b) if not wholly successful, then if such person is

determined as provided in Section 3 of this Article IV to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that the conduct was lawful (or 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), or conviction, or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article IV.

Section 2. Definitions

- (a) As used in this Article IV, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation, or otherwise), whether civil, criminal, administrative, governmental or investigative, whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:
 - (i) By reason of his or her being or having been a director, officer, employee, or agent of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or
 - (ii) By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Corporation, or
 - (iii) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.
- (b) As used in this Article IV, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees, costs, expert fees, electronic discovery fees, forensic analyses, and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.
- (c) As used in this Article IV, the term "wholly successful" shall mean
 - (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or

her, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or (iii) 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.

Section 3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification if (a) a judge, jury or other judicial or quasi-judicial decision maker determines that the person seeking indemnification, met the standards of conduct set forth in the preceding Section 1 of this Article IV, but nonetheless found liability and awarded damages, or (b)(i) special independent legal counsel, which may be 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”, will deliver to the Corporation a written finding that such person has met the standards of conduct set forth in preceding Section 1 of this Article IV, and (b)(ii) the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification under this Section (b) of Article IV will, 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 that are within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article IV shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article IV, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees, agents, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. 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 a promise by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The President/CEO of the corporation shall purchase insurance covering the Corporation's liabilities and obligations under this Article IV and insurance protecting the Corporation's directors, officers, employees, agents, or other persons.

ARTICLE V

FINANCIAL AFFAIRS

Section 1. Contracts: The Board may authorize any officer or agent 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 a specific instance; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purposes or to any amount. Unless otherwise ordered by the Board, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President/CEO in accord with financial policies duly adopted by the Board of Directors.

Section 2. Checks, etc. All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money shall, unless otherwise directed by the Board or required by law, be signed by any two (2) of the following officers who are different persons: President/CEO, Secretary, or Treasurer. The Board may, however, designate officers or employees of the Corporation, other than those named above, who may, in the name of the Corporation, execute drafts, checks and orders for the payment of money on its behalf.

Section 3. Investments. The Corporation shall have the right to retain all or any part of any securities, property or assets acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the direction of the Board.

ARTICLE VI

DISSOLUTION

In the event of dissolution of the Corporation, the Corporation and its officers and board of directors shall dissolve the Corporation in accordance with Indiana Code section 23-17-22, 23-17-23, 23-17-24, and the Corporation's Articles of Incorporation. Irrespective of whether or not the Articles of Incorporation address dissolution, or whether the Articles of Incorporation are found to be invalid, upon dissolution, no Board member, officer or employee shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in control of the Corporation, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board may determine, or as may be determined by a court of competent jurisdiction upon the application of the Board, exclusively to charitable, religious, scientific, literary or education organizations (i) which then qualify for exemption from Federal income taxation under the provisions of Code Section 501(c)(3) and the Treasury Regulations thereunder (as they now exist or as they may hereafter be amended) and (ii) contributions to which are deductible under Code Section 170(c)(2) and the Treasury Regulations thereunder (as they now exist or as they hereafter may be amended). If applicable, such distribution or transfer also shall be in accordance with

regulations of government agencies that provided funds to the corporation and with commitments made by the Corporation in writing to foundations or private donors.

ARTICLE VII

PROHIBITED ACTIVITIES

Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, no Director, Officer, employee or agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation that could potentially jeopardize the characterization of the Corporation as an organization described in Sections 501(c)(3) of the Code, or any successor provision or provisions thereto.

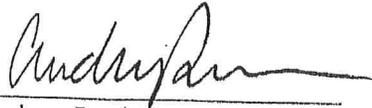
ARTICLE VIII

AMENDMENTS

Section 1. Amendments of Bylaws: Subject to law and the Articles of Incorporation, the power to make, alter, amend, or repeal all or any part of these Bylaws is vested in the Board. The affirmative vote of a majority of all the Directors shall be necessary to effect any such changes in this code of Bylaws.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned officers, at the direction of the Board of Directors, execute these Restated and Amended Bylaws this 19th day of August, 2020.



Andrew Perrin
Chair of the Board of Directors
Early Learning Indiana, Inc.



Jill Robisch
Secretary of the Board of Directors
Early Learning Indiana, Inc.