

BYLAWS  
OF  
COMMUNITY FOUNDATION OF GREATER FORT WAYNE INC.

ARTICLE I  
PURPOSES

Section 1 – Purposes. The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, testing for public safety, literary and educational purposes, and for the prevention of cruelty to children and animals, no part of the net earnings of which shall inure to the benefit of any private shareholder or individual, no substantial part of the activities of which shall in be carrying on propaganda or otherwise attempting to influence legislation, and which shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Amounts accumulated out of income shall not be unreasonable in amount or duration, shall not be used for a purpose or function other than those described in this Article, and shall be invested in such a manner as not to jeopardize the carrying out of such purposes or functions.

Any provision set forth herein which is not in itself in furtherance of the exempt purposes of the Corporation shall not be exercised by this Corporation except as an insubstantial part of its activities.

Section 2 – Limitations on Purposes. There shall be no interference with the internal management or organization of any organization or agency which may participate in distributions from the Corporation, and the right of each such organization or agency to direct and control its internal affairs shall be recognized at all times.

The Corporation shall not engage in any activity for the purpose of or resulting in the private profit of any of its members, directors, or officers, or any other person; but any member, director, officer or employee may receive fair and reasonable compensation for services actually rendered to or for the benefit of the Corporation by him or her in such capacity.

ARTICLE II  
OFFICES

Section 1 – Principal Office. The principal office of the Corporation shall be in the City of Fort Wayne, Allen County, Indiana.

ARTICLE III  
DIRECTORS

Section 1 – Members. There shall be one class of members. Each director of the Corporation shall be a member. Each member of the Corporation shall have one vote.

Section 2 – Number. The number of directors shall be no less than 15 and no more than 21.

Section 3 – Election. Directors and Ex Officio shall be elected in each year at the annual meeting of the Corporation or according to Section 4.

- (a) Two-thirds of the Directors should be residents in the City of Fort Wayne or Allen County, Indiana, who are familiar with the City of Fort Wayne and Allen County, Indiana, and their needs, who have had experience in community agency projects or activities, who have sound financial judgment and who have evidenced a keen interest in civic affairs.

- (b) Directors shall be elected for a term of three (3) years.
- (c) After a director has served an initial full term, he or she may be elected to a second term and then shall not be eligible for reelection to a subsequent term until at least one year shall have elapsed after the expiration of the prior term. In extenuating circumstances, such as the end of a Board Chair's term or a Director involved in a significant project, a Director may be elected for one (1) additional three (3) year term by vote of the Board of Directors provided that this would not increase the total number of Directors to a greater number than that specified in Section 2 of this Article III.
- (d) Ex Officio Directors may be elected for a term of one year. An Ex Officio Director shall be a non-member and non-voting position.

Section 4 – Vacancies. Any director may resign his or her office at any time by delivering a resignation in writing to the Corporation, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective. Any vacancy occurring in the Board of Directors may be filled by the vote of the remaining members of the Board for the unexpired term.

Section 5 – Duties. The Board of Directors shall manage the property and business of the Corporation and shall formulate its policies, and they shall have all the powers necessary or appropriate to enable it to carry out the purposes of the Corporation.

Section 6 – Annual Meeting. The annual meeting shall be held in May with the place, date, and hour of the annual meeting to be provided to the Directors with notice not less than that required for special meetings in Section 7.

Section 7 – Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the Chair or any three members of the Board of Directors. A written notice of any special meeting stating the place, date, and hour of the meeting shall be mailed to each member of the Board of Directors at his or her address or shall be sent by electronic mail or other electronic communication at his or her e-mail or electronic communication address at least 24 hours before the date of the meeting. Notice of the holding of any special meeting of the Board of Directors may be waived in writing by any Director if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and the place thereof.

Section 8 – Quorum. The presence of a majority of all of the Directors shall constitute a quorum at any meeting. 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 of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 9 – Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if prior to such action a written consent to such action is signed by a majority of the members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board of Directors. Consent may be evidenced by any actual signature, a facsimile transmission of a signature, or electronic signature of a Director.

Section 10 – Meetings by Telephone or Other Communication. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the 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 this means is deemed to be present in person at the meeting.

## ARTICLE IV OFFICERS

Section 1 – Number. The officers of the Corporation shall be a Chair, a Vice Chair, a Treasurer, a Secretary and such other officers as the Board of Directors may from time to time elect or appoint, all of whom shall be members of the Board of Directors.

Section 2 – Tenure. The officers of the Corporation shall be chosen annually by the Board of Directors, to hold office for one year and until their respective successors are chosen and qualified, subject to removal and replacement at any time by the Board of Directors.

Section 3 – Chair. The Chair shall preside at all meetings of the Corporation and the Board of Directors and shall have general supervision of the affairs of the Corporation.

Section 4 – Vice Chair. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall assist the Chair in the management of the Corporation and shall perform such other duties as may be assigned to him or her by the Board of Directors.

Section 5 – Treasurer. The Treasurer shall perform the usual duties associated with his or her office and such other duties as may be assigned to him or her by the Board of Directors.

Section 6 – Secretary. The Secretary shall perform the usual duties associated with the office of Secretary, except those expressly assigned to the President/CEO, and such other duties as may be assigned to him or her by the Board of Directors.

Section 7 – President/CEO. A President/CEO may be appointed by the Board of Directors and shall be responsible for the general direction of the affairs and operations of the Corporation in accordance with policies adopted by the Board. He or she shall keep the minutes and records of the Corporation, of the Board of Directors, and its committees. He or she shall supervise the paid staff of the Corporation and shall be an ex-officio member of all committees. He or she need not be a member of the Board.

## ARTICLE V COMMITTEES

Section 1 – Committees. The Board of Directors may create and dissolve committees as the Board determines would assist the Board in the performance of its duties. The Board of Directors shall appoint committee chairs to committees. Any such committee must have a written committee description approved by the Board of Directors.

Section 2 – Quorum for Committees. The presence of a majority of all the members of the committee shall constitute a quorum of any meeting of any committee; and the act of the majority of the members of a meeting at which a quorum is present shall be the act of the committee unless the act of a greater number is specified by the Board of Directors.

ARTICLE VI  
PROPERTY AND FUNDS

Section 1 – Property and Funds.

- (a) The Corporation is authorized to enter into a contract, trust agreement, or plan with one or more financial institutions, under which this Corporation will act as a distributor of the income or corpus of funds held by such financial institutions and the financial institutions will act as investors and administrators of the funds; provided, however, that such distribution by this Corporation shall be only for one or more of the purposes set forth in the Articles of Incorporation.
- (b) The maker of a gift, devise, or bequest to the Corporation may either request or direct that the income or the principal or both of the fund created by him or her be paid to the designated beneficiaries in such manner, at such times, and for such a lawful period of time as he or she may specify, so long as the same be within the enumerated purposes of the Corporation, and distributions from the funds created by him or her shall be made in accordance with his or her request or directions; provided, however, that it shall be an express condition of each gift, devise, and bequest accepted by the Corporation that, whenever the Board of Directors of the Corporation determines by affirmative vote of a majority of the whole Board of Directors that the objectives or purposes for which such gift, devise, or bequest was made have been substantially accomplished or that the objectives or purposes of such gift, devise, or bequest are no longer desirable or beneficial or that a change in circumstances occurring subsequent to the acceptance of such gift, devise or bequest renders unnecessary, undesirable, impractical, or impossible a strict compliance with the terms of such gift, devise, or bequest, the Board of Directors of the Corporation may thereafter at any time and from time to time direct the application of the income and the principal of such gift, devise, or bequest to the general purposes of the Corporation, without regard to and free from all restrictions, limitations, and directions imposed by the maker of such gift, devise or bequest.

The maker may direct that his or her gift, devise, or bequest be held as a separate fund and may designate such fund as a memorial, or otherwise; and in such event said fund shall be held as a separate fund forming a part of the assets of the Corporation, subject to the foregoing provisions of this paragraph (b).

- (c) The Foundation may refuse to accept any gift or devise if, in the opinion of the Board of Directors of the Foundation, the carrying out of such gift or devise would violate any of the provisions of the Articles of Incorporation of the Foundation or would otherwise be unsuitable.
- (d) Upon the dissolution of the Corporation, but prior to the completion thereof and after the payment and satisfaction of all its liabilities and obligations, all of the remaining assets owed or held by the Corporation shall be used, distributed or disposed of only for one or more of the purposes set forth in the Articles of Incorporation of the Foundation but only if those purposes are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

Section 2 – Depository. The funds of the Corporation shall be deposited in a depository or depositories to be selected by the Board of Directors or, if so delegated by the Board of Directors, by the Investment Committee. The funds may be withdrawn and dispersed by such officers as may be designated by order of the Board of Directors.

Section 3 – Audit of Books of Corporation. The Board of Directors shall cause the books of the Corporation to be audited annually by a certified public accountant. When requested by a donor, the Corporation shall give a separate accounting of any fund or property given by such donor which in accordance with the request or direction of the donor is then being held as a separate fund as contemplated in Section 1,

above, such accounting to show all receipts and disbursement and the manner in which any balance in the fund is invested.

## ARTICLE VII MISCELLANEOUS

Section 1 – Fiscal Year. The fiscal year of the corporation shall be the calendar year.

Section 2 – Seal. The Corporation shall have no seal.

Section 3 – Rules of Order. Robert’s Rules of Order, Revised, when not inconsistent with the Articles of Incorporation or the Bylaws of the Corporation or with applicable law, shall govern the meetings of the members and of the Board of Directors.

Section 4 – Amendments. These Bylaws may be amended, repealed, or altered in whole or in part by the affirmative vote of a majority of the whole Board of Directors at any meeting of the Board where such action has been announced in the notice of such meeting or in the waiver of notice thereof.

## ARTICLE VIII INDEMNIFICATION

Section 8.1 – Definitions. For purposes of this Article VIII, the following definitions shall apply:

- (a) Corporation. The “Corporation” shall include the corporation and any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor’s existence ceased upon consummation of the transaction.
- (b) Director. “Director” means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation’s request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not. A director is considered to be serving an employee benefit plan at the Corporation’s request if the director’s duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. “Director” includes, unless the context requires otherwise, the estate or personal representative of a director.
- (c) Officer. “Officer” means an individual who is or was an officer of the Corporation or an individual who, while an officer of the Corporation, is or was serving the Corporation’s request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not. An officer is considered to be serving an employee benefit plan at the Corporation’s request if the officer’s duties to the Corporation also impose duties on, or otherwise involve services by, the officer to the plan or to the participants in or beneficiaries of the plan. “Officer” includes, unless the context requires otherwise, the estate or personal representative of an officer.
- (d) Expenses. “Expenses” include counsel fees.
- (e) Liability. “Liability” means the obligation to pay a judgment, settlement penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(f) Official Capacity. “Official capacity” means:

- (1) when used with respect to a director, the office of director in the Corporation; and
- (2) when used with respect to an officer, the office in the Corporation held by the officer.

“Official capacity” does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust employee benefit plan, or other enterprise, whether for profit or not.

(g) Party. “Party” includes an individual who was, is, or is, or is threatened to be made a named defendant or respondent in a proceeding.

(h) Proceeding. “Proceeding” means any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

Section 8.2 – Mandatory Indemnification. Unless limited by the Articles of Incorporation, the Corporation shall indemnify a director who was wholly successful, on merits or otherwise, in the defense of any proceeding to which the director was a party because the director is or was a director of the Corporation against reasonable expenses incurred by the director in connection with the proceeding.

Section 8.3 – Other Indemnification.

(a) Without limiting the provisions of Section 8.2, the Corporation shall indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if;

- (1) the individual’s conduct was in good faith; and
- (2) the individual reasonably believed;

(A) in the case of conduct in the individual’s official capacity with the Corporation, that the individual’s conduct was in its best interests; and

(B) in all other cases, that the individual’s conduct was at least not opposed to its best interests; and

(3) in the case of any criminal proceeding, the individual either;

(A) had reasonable cause to believe the individual’s conduct was lawful; or

(B) had no reasonable cause to believe the individual’s conduct was unlawful.

(b) A director’s conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection (a)(2)(B).

(c) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this section.

- (d) The Corporation may not indemnify a director under this section:
- (1) in connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or
  - (2) in connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.
- (e) Indemnification permitted under this Section in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

Section 8.4 – Advancement of Expenses.

- (a) The Corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if;
- (1) the director furnishes the Corporation with a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 8.3;
  - (2) the director furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard conduct; and
  - (3) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article.
- (b) The undertaking required by Subsection (a)(2) must be an unlimited obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.
- (c) Determinations and authorizations of payment under this Section shall be made in the manner specified in Section 8.6.

Section 8.5 – Application to Court. Unless the Corporation's Articles of Incorporation provide otherwise, a director of the Corporation who is a party to proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice the court considers necessary may order indemnification if it determines:

- (1) the director is entitled to mandatory indemnification under Section 8.2, in which case the court shall also order the Corporation to pay the director's reasonable expenses incurred to obtain court-ordered indemnification; or
- (2) the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director met the standard of conduct set forth in Section 8.3, or was adjudged liable as described in Subsection 3(d)(1), but if he or she was adjudged so liable his or her indemnification is limited to reasonable expenses incurred.

Section 8.6 – Determination and Authorization.

(a) The Corporation may not indemnify a director under Section 8.3 unless authorized in the specific case after determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth in Section 8.3.

(b) The determination shall be made by any one (1) of the following procedures:

(1) By the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding.

(2) If a quorum cannot be obtained under subdivision (1), by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two (2) or more directors not at the time parties to the proceeding.

(3) By special legal counsel:

(A) selected by the Board of Directors or its committee in the manner prescribed in subdivision (1) or (2); or

(B) if a quorum of the Board of Directors cannot be obtained under subdivision (1) and a committee cannot be designated under subdivision (2), selected by majority vote of the full Board of Directors (in which selection directors who are parties may participate).

(C) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under Subsection (b)(3) to select counsel.

Section 8.7 – Indemnification of Officers, Employees and Agents. Unless the Corporation's Articles of Incorporation provide otherwise:

- (1) an officer of the Corporation, whether or not a director, is entitled to mandatory indemnification under Section 8.2, and to the indemnification under Section 8.3, and is entitled to apply for court-ordered indemnification under Section 8.5, in each case to the same extent as a director; and
- (2) the Corporation may indemnify and advance expenses under this Article to an officer, employee or agent, whether or not a director, to the same extent as to a director.

Section 8.8 – Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, employee, or agent, whether or not the Corporation would have power to indemnify the individual against the same liability under Sections 8.2 or 8.3.



Section 8.9 – Miscellaneous.

- (a) The indemnification and advance for expenses provided for or authorized by this Article does not exclude any other rights to indemnification and advance for expenses that a person may have under:
  - (1) the Corporation's Articles of Incorporation;
  - (2) a resolution of the Board of Directors; or
  - (3) any other authorization, whenever adopted, after notice, by majority vote of all the voting shares then issued and outstanding.
- (b) This Article does not limit the Corporation's power to pay or reimburse expenses incurred by a director, officer, employee, or agent in connection with the person's appearance as a witness in a proceeding at a time when the person has not been made a named defendant or respondent to the proceeding.
- (c) The rights of indemnification herein provided shall be severable, shall continue as to a person who has ceased to serve as a director, officer, employee or agent and shall inure to the benefit of heirs, executors, administrators and other legal representatives of such person.
- (d) Subject to the limitations above imposed in this Article, it is intended by this Article to grant indemnification to the full extent permissible under the law. It is not intended, however, that the provisions of this indemnification shall be applicable to, and this Article is not to be construed as granting indemnity with respect to, matters as to which indemnification would be in contravention of the laws of the State of Indiana or the United States of American whether as a matter of public policy or pursuant to any statutory provision.