

**BYLAWS**  
**OF**  
**RENAISSANCE CHARITABLE FOUNDATION INC.**

**ARTICLE I**

**General**

**Section 1. Name.** The name of the corporation is Renaissance Charitable Foundation Inc. (the "Corporation").

**Section 2. Address.** The post office address of the Corporation's initial registered office is 6100 W. 96<sup>th</sup> Street, Suite 100, Indianapolis, Indiana 46278. The initial registered agent in charge of the initial registered office is Douglas H Kahlenbeck.

**Section 3. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June next succeeding.

**ARTICLE II**

**Members**

The Corporation shall have no members.

**ARTICLE III**

**Board of Directors**

**Section 1. Directors.** The affairs of the Corporation shall be managed, controlled, and conducted by and under the supervision of the Board of Directors, subject to the provisions of the Articles of Incorporation and these Bylaws. The Board of Directors shall have the number of members, no fewer than three (3), as designated by resolution of the Board of Directors from time to time. When not so designated, the number of directors shall be seven (7). The initial Board of Directors of the Corporation shall determine the qualifications for membership on the

Board of Directors, subject to the requirement that a prospective member of the Board of Directors be an individual who is a resident of the United States of America and over the age of twenty-five (25) years. The term of each member of the initial Board of Directors shall be through June 30, 2001, and until his or her successor is elected and qualified. At the regular meeting of the Board of Directors immediately preceding the expiration of the term of any director, or at a special meeting, the directors of the Corporation shall elect a new director to replace the director whose term will expire, or has expired, and each such new director shall serve for a term of one (1) year, or such other period as is prescribed by the directors at the time of such election, and until his or her successor is elected and qualified. A director may serve any number of consecutive or nonconsecutive terms.

A majority of the Board of Directors, and a majority of the members of any committee thereof, shall consist of persons who have no financial interest in the affairs of Renaissance Inc. ("Renaissance"). Persons deemed to have a financial interest in the affairs of Renaissance include persons receiving compensation (other than reimbursement of expenses) from Renaissance, independent contractors (or their affiliates) of Renaissance, persons with a financial relationship with one (1) or more such independent contractors (such as owners, directors, officers, or employees of such independent contractors), and close family members of the foregoing.

Section 2. Quorum and Voting. A majority of directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3. Annual Meeting. The annual meeting of the Board of Directors for the election of officers and for the transaction of such other business properly to come before the meeting shall be held within or without the State of Indiana during the third month after the end of the fiscal year (or on such other date as the Board of Directors may fix by resolution) at such time and place as the Chairperson shall determine and cause to be communicated to the directors by the Secretary. Failure to hold the annual meeting during such month shall not work any forfeiture or a dissolution of the Corporation and shall not affect otherwise valid corporate acts.

Section 4. Regular Meetings. The Board of Directors may hold regular meetings, as fixed in these Bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as properly may come before the Corporation's Board of Directors. Except as otherwise provided in these Bylaws, such regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting.

Section 5. Special Meetings. Notwithstanding the preceding Section 4 of this Article III and except as otherwise provided in these Bylaws, the Board of Directors may hold special meetings for any lawful purpose upon not fewer than two (2) days' notice, as described in this Article III, upon call by the President of the Corporation or by not fewer than two (2) members of the Board of Directors. A special meeting shall be held at such date, time, and place within or without the State of Indiana as is specified in the call of the meeting. The purpose of any such meeting need not be specified.

Section 6. Notice of Special Meetings. Oral or written notice of the date, time, and place of each special meeting of the Board of Directors shall be communicated, delivered, or mailed by the Secretary of the Corporation, or by the person or persons calling the meeting, to

each member of the Board of Directors so that such notice is effective at least two (2) days before the date of the meeting. The notice need not describe the purpose of the special meeting. Oral notice shall be effective when communicated. Written notice shall be effective at the earliest of the following:

- (a) When received;
- (b) Five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation;
- (c) On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
- (d) Thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

Section 7. Waiver of Notice. Notice may be waived in a writing signed by the director entitled to the notice and filed with the minutes or the corporate records. Attendance at or participation in any meeting of the Corporation's Board of Directors shall constitute a waiver of notice of such meeting unless the director shall, at the beginning of the meeting or promptly upon the director's arrival, object to holding the meeting and does not vote for or assent to action taken at the meeting.

Section 8. Means of Communication. The Board of Directors, or a committee thereof, may (a) permit a director or a committee member to participate in a meeting by, or (b) conduct a meeting through the use of, any means of communication by which all directors or committee members participating simultaneously may hear each other during the meeting. A

director or committee member participating in a meeting by such means shall be considered present in person at the meeting.

Section 9. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each director or committee member, as the case may be, and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this Section 9 shall have the effect of a meeting vote and may be described as such in any document.

Section 10. Resignation, Removal, and Vacancies. A director may resign at any time by delivering written notice to the Board of Directors or to the Chairperson. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Any member of the Board of Directors automatically shall be removed as a director, without the necessity of further action by the Board of Directors, if he or she is absent, without prior notice given to the Secretary of the Corporation, from two (2) consecutive regular meetings (including, for this purpose, the annual meeting) of the Board of Directors. Such automatic removal shall be effective as of the adjournment of such second consecutive meeting. In addition, any member of the Board of Directors may be removed, with or without cause, by the vote of a majority of the directors then in office.

Any vacancy on the Board of Directors shall be filled by the vote of a majority of the directors then in office.

Section 11. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and:

- (a) any director of the Corporation; or
- (b) any corporation, unincorporated association, business trust, estate, partnership, trust, joint venture, individual, or other legal entity:
  - (i) in which any director of the Corporation has a material financial interest or is a general partner or member; or
  - (ii) of which any director of the Corporation is a director, officer, or trustee

(collectively, a "Conflict Transaction") shall be valid for all purposes if each of the following three (3) conditions is met:

- The material facts of the Conflict Transaction and the director's interest are disclosed or known to the Corporation's Board of Directors or a committee with authority to act thereon;
- The Board of Directors or such committee authorizes, approves, or ratifies the Conflict Transaction; and
- The Conflict Transaction is fair and reasonable to the Corporation.

A Conflict Transaction may be authorized, approved, or ratified by the Board of Directors or a committee thereof by receiving the affirmative vote of a majority of the voting directors or committee members who have no interest in the Conflict Transaction, notwithstanding the fact that such majority may not constitute a quorum or a majority of the Board of Directors or such

committee or a majority of the directors or committee members present at the meeting, and notwithstanding the presence or vote of any director who does have such an interest; provided, however, that no Conflict Transaction may be authorized, approved, or ratified by a single director of the Corporation.

## ARTICLE IV

### Officers

Section 1. In General. The officers of the Corporation shall be a Chairperson, a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors otherwise may elect. An officer may simultaneously hold more than one (1) office. Each officer shall be elected by the Board of Directors at its annual meeting by the vote of a majority of the directors then in office, and such officer shall serve for one (1) year, or such other period as is prescribed by the directors at the time of such election, and until the officer's successor is elected and qualified. All officers may, but need not, be members of the Board of Directors; provided, however, that the Chairperson must be a member of the Board of Directors.

Section 2. Chairperson. The Chairperson shall be chosen from among the directors and shall preside at all meetings of the Board of Directors. The Chairperson shall have no other executive or administrative responsibilities unless otherwise assigned by the Board of Directors. The Chairperson shall perform such other duties and have such other powers as the Board of Directors may prescribe.

Section 3. President. The President shall be the chief executive officer of the Corporation and, as such, shall have general supervision of the affairs of the Corporation, subject to the control of the Board of Directors. The President shall be an ex officio member of all

committees of the Corporation. The President shall perform all duties and have all powers incident to the office of President, and he or she shall perform such other duties and have such other powers as the Board of Directors may prescribe.

Section 4. Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President also shall perform such other duties and have such other powers as the Board of Directors or the President may prescribe.

Section 5. Secretary. The Secretary shall be the custodian of all papers, books, and records of the Corporation, other than books of account and financial records. The Secretary shall prepare and enter in the minute book the minutes of all meetings of the Board of Directors. The Secretary shall authenticate records of the Corporation as necessary. The Secretary shall perform the duties usual to such position and such other duties as the Board of Directors or the President may prescribe.

Section 6. Treasurer. The Treasurer shall prepare and maintain correct and complete records of account showing accurately the financial condition of the Corporation. All notes, securities, and other assets coming into the possession of the Corporation shall be received, accounted for, and placed in safekeeping as the Treasurer may from time to time prescribe. The Treasurer shall furnish, whenever requested by the Board of Directors or the President, a statement of the financial condition of the Corporation and shall perform the duties usual to such position and such other duties as the Board of Directors or the President may prescribe.



Section 7. Other Officers. Each other officer of the Corporation shall perform such duties as the Board of Directors or the President may prescribe.

Section 8. Resignation, Removal, and Vacancies. An officer may resign at any time by delivering written notice to the Board of Directors, the Secretary, or the President. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. Any officer may be removed, with or without cause, by the vote of a majority of the directors then in office. Any vacancy in any office shall be filled by the vote of a majority of the directors then in office.

## ARTICLE V

### Committees

Section 1. Executive Committee. The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate two (2) or more directors of the Corporation to constitute an Executive Committee which, to the extent provided in such resolution and consistent with Indiana law, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors. The Executive Committee shall be subject to the authority and supervision of the Board of Directors.

Section 2. Other Committees. The Board of Directors may establish other committees, in addition to the Executive Committee, to accomplish the goals and perform the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Members of such other committees may, but need not, be

members of the Board of Directors. A committee member appointed by the Board of Directors may be removed by the Board of Directors, with or without cause.

## ARTICLE VI

### 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 (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 VI 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 VI.

Section 2. Definitions. (a) As used in this Article VI, 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), civil, criminal, administrative, 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 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;

(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 VI, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees 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 VI, 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 (a) if 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"), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in Section 1 of this Article VI 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 that is within the possession or control of the Corporation.

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

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article VI, 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 an undertaking 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 Board of Directors is empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article VI and insurance protecting the Corporation's directors, officers, employees, agents, or other persons.

## ARTICLE VII

### Contracts, Checks, Loans, Deposits, and Gifts

Section 1. Contracts. The Board of Directors may authorize one (1) or more officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 3. Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 4. Deposits. All funds of the Corporation shall be deposited to its credit in such bank, banks, or other depositories as the Board of Directors may designate. Such designation may be general or confined to specific instances.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

## ARTICLE VIII

### Amendments

The power to make, alter, amend, or repeal these Bylaws is vested in the Board of Directors, but the affirmative vote of a majority of the directors then in office shall be necessary to effect any alteration, amendment, or repeal of these Bylaws. Directors must be given at least three (3) days' notice of any special, regular, or annual meeting of the Board of Directors at which an alteration, amendment, or repeal of the Bylaws will be considered. Such notice shall be accompanied by a draft of the proposed change to the Bylaws; provided, however, that the Board of Directors shall have the power and authority to adopt different language from that contained in such draft when altering, amending, or repealing these Bylaws.