

BYLAWS
OF
WABASH VALLEY PROGRESSIVES, INC.

Article I

NAME AND PURPOSE

The name of the corporation is Wabash Valley Progressives, Inc.

The purposes for which Wabash Valley Progressives is organized are defined and limited as follows:

- (a) For public, educational, and charitable purposes, including advancing Wabash Valley communities through advancement of positive changes and social justice movements.
- (b) To perpetuate the above purposes in the event of dissolution by distributing any and all assets to Knox County Community Foundation. In the event that this organization cannot receive funds or is no longer operating, then all of the assets shall be distributed to another successor organization similarly dedicated.
- (c) To assist and engage in all activities that serve charitable and educational purposes that are permitted by the Indiana Nonprofit Corporation Act of 1991, as amended, and that are permitted to be carried on by an organization exempt from federal taxation under the provisions of Section 501(c)(4) of the Internal Revenue Code of 1986, any amendments thereto, corresponding provisions in any recodification thereof, and the Treasury Regulations promulgated thereunder ("Code").
- (d) Nothing contained in these Bylaws shall be construed to authorize Wabash Valley Progressives to engage in any activities or perform any functions that are not within the tax-exempt purposes enumerated in section 501(c)(4) of the Code, nor to authorize Wabash Valley Progressives to conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal taxation under Section 501(c)(4) of the Code.

(e) No part of the net earnings of Wabash Valley Progressives shall inure to the benefit of any director or officer of Wabash Valley Progressives or to any private individual, except that Wabash Valley Progressives shall be authorized and empowered to pay a reasonable compensation for services rendered by a director, officer, or employee or other private entity and to pay principal and interest at a rate of interest not exceeding current market rates on funds loaned or advanced to Wabash Valley Progressives. Wabash Valley Progressives shall not knowingly engage in any transaction that is an “excess benefit transaction” subject to excise tax under Section 4958 of the Code.

Article II

OFFICES AND REGISTERED AGENT

1. Principal Office and Registered Office. The initial registered office address for Wabash Valley Progressives is the principal office address: 6751 S McCormick Rd., Vincennes, IN, 47591, USA.
2. Registered Agent. The name of the initial registered agent for Wabash Valley Progressives is Donald Raymond McCormick II.

Article III

1. Members. Wabash Valley Progressives shall not have members.

Article IV

BOARD OF DIRECTORS

1. General Powers and Duties. Management of the affairs of the corporation shall be vested in its Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the corporation under Indiana Nonprofit Corporation Act of 1991 as amended and its Articles of Incorporation, subject to the limitations set forth in the Articles.

2. Number. The number of directors shall be fixed by resolution of the Board of Directors, but shall not be less than three (3) nor more than twenty-five (25).
3. Qualifications. No person shall serve as a director of the corporation if they have a direct or indirect personal or financial relationship which would materially impair their ability to act solely in the interests of the corporation. Whenever a director has a direct or indirect personal or financial interest in a particular transaction or other decision to come before the Board of Directors, they shall disclose such personal or financial interest to the Board of Directors, which shall take such action, including disqualification, as it determines to be appropriate.
4. Election; Terms. Directors shall serve a two (2) year term. The initial Board of Directors shall be divided into two classes as nearly equal in number as possible. The terms of the directors in the first group shall expire at the first annual meeting after their election, the terms of the second group expire at the second annual meeting after their election. Otherwise, the term of office of any individual director shall terminate upon the effective date of their resignation, which may be made at any time by giving notice thereof in writing; upon their death; or upon a vote of a majority of the entire Board then in office to remove them from office. New directors shall be elected to the Board by the majority vote of the Board then in office. A director may succeed their self.
5. Quorum; Voting. One-half (1/2) of the entire membership of the Board of Directors then in office shall constitute a quorum for the transaction of any business. In no case shall a quorum consist of less than two (2) Directors. In the absence of a quorum, a majority of those members present may adjourn the meeting. The affirmative vote of a majority of the directors present at a Board meeting at which a quorum is present shall be necessary and sufficient to the making of decisions by the Board, except as a larger vote may at any time be otherwise specifically required by Indiana Nonprofit Corporation Act of 1991 as amended, the Articles of Incorporation, or these

Bylaws. Each director shall have one vote. All voting at meetings shall be done personally and no proxy voting shall be allowed.

6. Meetings. The Board of Directors shall meet at least once a year for an "Annual Meeting". Special meetings of the Board of Directors may be called by the President, or by the President or Secretary upon the written request of one-third of the Board. Regular or special meetings shall be held at such times and in such places as the Board of Directors may determine in advance.
7. Notice. At least seven (7) days notice shall be given to each director of a regular meeting of the Board of Directors, provided that the corporation may provide a single notice of all regularly scheduled meetings for that year without having to give notice of each meeting individually. A special meeting of the Board of Directors may be held upon notice of two (2) days. Notice of a meeting of the Board of Directors shall specify the date, time, and place of the meeting, but, except as provided in Article IX of these Bylaws (relating to amendment of the Articles and Bylaws), need not specify the purpose for the meeting or the business to be conducted. Notice must be either delivered personally to each director or mailed (including the sending of a fax, or electronic mail) to their address on record with the corporation. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon. If such notice is given by fax or electronic mail, it shall be deemed delivered when transmitted. Notwithstanding the foregoing, a director may waive notice of any regular or special meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

8. Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, provided all directors consent in writing and set forth in the same writing the action or decision taken or made. Consent in writing shall have the same force and effect as a unanimous vote, and may be described as such in any document executed by or on behalf of the corporation.
9. Compensation. No director shall be compensated for their service as a director, unless otherwise decided by the Board of Directors. Directors may be reimbursed for expenses incurred for the purposes of participating in meetings of the Board and while otherwise acting on behalf of the corporation.
10. Loans. The corporation shall not lend money to or guarantee the obligation of a director, except that the corporation may provide: (1) an advance to pay reimbursable expenses reasonably expected to be incurred by a director; (2) an advance to pay premiums on life insurance if the advance is secured by the cash value of the policy; (3) advances pursuant to Article VII of these Bylaws; or (4) loans or advances pursuant to employee benefit plans.
11. Teleconferencing. One or more directors may participate in a meeting by means of a conference telephone or similar communications equipment through which all directors participating in the meeting can speak to and hear each other at the same time provided that each person entitled to participate in the meeting consents to the meeting being held by such means. Participation by such means shall constitute presence in person at the meeting.

Article V

COMMITTEES

1. Executive Committee. By a vote of a majority of all the directors in office, the Board of Directors may designate an Executive Committee consisting of one or more directors. The Board of

Directors may designate one or more of the directors as alternate members of the Executive Committee, who may replace any absent or disqualified member at any meeting of the Committee upon the request of the President. Except as otherwise required by law or these Bylaws, the Executive Committee shall have such authority as the Board of Directors shall grant to it for the management of the corporation. In the absence of a resolution expressly granting authority to the Executive Committee, the Executive Committee shall have authority to act for the Board of Directors, except that it shall not have authority to alter or amend these Bylaws; to remove or appoint members of the Board of Directors; to elect or remove the officers or executive director, if any; to fill vacancies on a committee created under this Article V; to authorize distributions; or to adopt an annual budget. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors when required. Vacancies in the Executive Committee shall be filled by the Board of Directors at a regular or special meeting.

2. Other Committees. The Board of Directors may create other committees consisting of directors or other persons, which committees shall have such authority as the Board of Directors may by law and these Bylaws direct; provided that any committee that includes persons other than directors may not exercise any powers of the Board of Directors. And provided further that no committee shall have the authority to alter or amend these Bylaws; to remove or appoint members of the Board of Directors; to elect or remove the officers or executive director, if any; to fill vacancies on a committee created under this Article V; to authorize distributions; or to adopt an annual budget.

Article VI

OFFICERS

1. Officers. The officers of the corporation shall consist of a President, a Treasurer, a Secretary and such other officers and assistant officers as the Board of Directors may from time to time elect. The duties of any such officers and assistant officers shall be fixed by the Board of Directors, or by the President if authorized to do so by the Board of Directors.
2. Terms. The officers shall be elected by the Board of Directors and shall hold office for a one year term from the effective date of their election. An individual may serve as an Officer for succeeding terms without limitation. The term of office of any officer shall terminate upon the effective date of their resignation submitted orally or in writing to the Board of Directors; upon their death; or upon a majority vote of the Board to remove them from office.
3. Qualifications. Officers may, but need not be, directors of the corporation. Any two or more offices may be held by the same person, except one person may not hold both the offices of President and Secretary.
4. General Powers and Duties. The duties and powers of the Officers of the corporation shall be as provided in these Bylaws or (except to the extent they are inconsistent with these Bylaws) shall be those customarily exercised by corporate officers holding such offices.
5. President. The President shall act as the chief executive officer of the corporation, shall supervise all of the affairs of the corporation in accordance with policies and directives approved by the Board of Directors, and shall perform such other duties as the Board of Directors may from time to time prescribe. The President shall have the power to change the registered agent and registered office of the corporation.
6. Secretary. The Secretary shall record or cause to be recorded all votes and minutes of all proceedings of the Board of Directors. They shall give or cause to be given notice of all meetings, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

7. Treasurer. The Treasurer shall keep or cause to be kept full and accurate account of the receipts and disbursements of the corporation, and shall deposit or cause to be deposited all moneys and other assets in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. They shall disburse or cause to be disbursed corporate funds, making proper vouchers for such disbursements, and shall render to the President and the Board, upon request, an accounting of all their transactions as Treasurer and of the financial condition of the corporation. They shall also perform such other duties as the Board of Directors may prescribe.
8. Inspections. Both the Secretary and Treasurer shall permit any director or their duly authorized attorney to inspect all books and records of the corporation, for any proper purpose at any reasonable time.
9. Loans. The corporation shall not lend money to or guarantee the obligation of an officer of the corporation; except that the corporation may provide: (1) an advance to pay reimbursable expenses reasonably expected to be incurred by a director; (2) an advance to pay premiums on life insurance if the advance is secured by the cash value of the policy; (3) advances pursuant to Article VII of these Bylaws; or (4) loans or advances pursuant to employee benefit plans; (5) a loan secured by the principal residence of an officer; or (6) a loan to pay relocation expenses of an officer.

Article VII

INDEMNIFICATION AND INSURANCE

To the extent not inconsistent with the laws of Indiana, every person (and the heirs, executors, administrators, and personal representatives of such person) who is or was a Board Member or officer of Wabash Valley Progressives shall be indemnified by Wabash Valley Progressives as provided in the

Indiana Nonprofit Corporation Act of 1991, as amended. The Board is authorized and empowered to purchase insurance covering Wabash Valley Progressives' liabilities and obligations under this Article and insurance protecting Wabash Valley Progressives' Board Members, officers, employees, agents, or other persons.

Article VIII

MISCELLANEOUS PROVISIONS

1. Fiscal Year. The annual accounting period of the corporation shall begin on January 1 of each year, unless changed by the Board of Directors.
2. Checks. All checks, drafts, or other orders for the payment of money shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.
3. Contracts. All contracts, notes or other evidences of indebtedness, and leases of space for the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.
4. Records. The corporation shall keep as permanent records minutes of all meetings of its board of directors, and any designated body, a record of all actions taken by the board of directors, or members of a designated body without a meeting, and a record of all actions taken by a committee of the board of directors or a designated body on behalf of the corporation. A corporation shall keep a copy of the following records: (1) Articles of Incorporation or restated Articles of Incorporation and all amendments to them currently in effect; these Bylaws or restated bylaws and all amendments to them currently in effect; (3) minutes and records described in this section for the past 3 years; (4) a list of the names and business addresses of its current directors and officers.

Article IX

AMENDMENTS

1. Amendments to Bylaws. The Bylaws may be altered or amended, or new Bylaws adopted, at any meeting of the Board of Directors, by a vote of a majority of the directors in office, if at least seven (7) days' written notice is given of the intention to take such action at such meeting.

2. Amendments to Articles. The Articles of Incorporation may be altered or amended, or new Articles adopted, at any meeting of the Board of Directors, by a vote of a majority of the directors in office, if at least seven (7) days written notice is given of the intention to take such action at such meeting.

Adopted on the _____ day of _____, 20__.

President

Secretary

Treasurer