

AMENDED AND RESTATED

BYLAWS

OF

DAMAR SERVICES, INC.

ARTICLE 1

General

Section 1. **Name.** The name of the corporation is Damar Services, Inc. (the “Corporation.”)

Section 2. **Address.** At the time of the adoption of these Amended and Restated Bylaws (the “Bylaws”), the post office address of the Corporation’s registered office is 6067 Decatur Blvd., Indianapolis, Indiana 46241. The registered agent in charge of the registered office is James L. Dalton.

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

Membership

The Corporation shall not have members as that term is described in Title 23, Article 17, of the Indiana Code (IC 23-17-1, et. seq.). The Corporation may, upon resolution of the Board of Directors, designate as “members” certain individuals, corporations, or other associations and organizations who satisfy certain criteria established by the Board of Directors and who support the purposes and programs of the Corporation. Such designation shall carry no legal significance under the Act and shall not entitle such “members” to any vote on Corporation matters or to attendance at Corporation meetings.

ARTICLE III

Board of Directors

Section 1. Directors. The affairs of the Corporation shall be managed, controlled, and conducted by, under the supervision of the Board of Directors, subject to the provisions of the Amended and Restated Articles of Incorporation (“Articles of Incorporation”), and these Bylaws. The Board of Directors shall have the number of members, no greater than thirty-six (36) and no less than three (3), as designated by the Board of Directors from time to time. When not so designated, the number of directors shall be twenty-one (21).

Section 2. Election and Term. At the regular meeting of the Board of Directors immediately preceding the expiration of the term of any member, or at a special meeting, the directors of the corporation shall elect the appropriate member or members consistent with the Articles of Incorporation. Each director shall serve for a term of three (3) years, or such other period prescribed by the directors, or until his or her successor is elected and qualified. A director may serve for up to two (2) terms of three (3) years each, after which he or she will be eligible to serve again as a director after a period of at least one (1) year has elapsed since his or her most recent term as a director expired. Notwithstanding, the foregoing, such term limits shall not apply to a director who was serving on the Board of Directors as of July 1, 2021. Any member may be removed by the majority vote of the Board of Directors at any time, with or without cause. Any vacancy occurring as a result of a majority vote removal, may be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

Section 3. Quorum and Voting. Seven (7) members of the Board 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 directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4. Regular Meetings. The Board of Directors may hold regular meetings, as fixed by 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. 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, the Board of Directors may hold special meetings for any lawful purpose upon not less than two (2) day notice, as described in Section 6 of this Article III, upon call by the Chair of the Corporation, or by not less than two (2) members of the Board of Directors. A special meeting may 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, or by a designee representative, 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, electronic, or telefaxed notice, where applicable, shall be effective at the earliest of the following:

- (a) When received;
- (b) Five (5) days after the notice is mailed or distributed, as evidenced by the postmark, private carrier receipt, or electronic receipt, if mailed or distributed 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 recent 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 corporation 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 may simultaneously hear each other during the meeting. A director or committee member participating in a meeting by such means shall be considered present and 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 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. Vacancies. Any vacancy on the Board of Directors shall be filled by the Board of Directors and the director elected to fill that vacancy shall serve until the expiration of the term or such other period of time as prescribed by the Board of Directors.

ARTICLE IV

Officers

Section 1. In General. The officers of this corporation shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers as the Board of Directors may otherwise elect. An officer may simultaneously hold more than one (1) office. Each officer shall be elected by the Board of Directors at a regular or special meeting and shall serve for such period as prescribed by the directors at the time of such election, and until the officer's successor is elected and qualified. The Chair, Vice Chair, Secretary, and Treasurer shall be members of the Board of Directors; any other officers may, but need not, be members of the Board of Directors. Any officer may be removed by the majority vote of the Board of Directors at any time, with or without cause. Any vacancy occurring in any office shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

Section 2. Chair. The Chair shall preside at all annual, regular, and special meetings of the Board of Directors of the Corporation and shall be responsible for implementation of any policies established by the Board of Directors. The Chair shall also have such other powers and shall perform such duties as the Board of Directors may prescribe.

Section 3. Vice Chair. The Vice Chair shall perform the duties of the Chair during his or her absence or inability to serve and otherwise shall assist the Chair in the discharge of the Chair's duties. The Vice Chair shall perform the duties usual to such position and such other duties as the Board of Directors may prescribe.

Section 4. Secretary. The Secretary, or his or her designee, shall be the custodian of all papers, books, and records of the Corporation other than the books of account and financial records. The Secretary, or his or her designee, shall prepare and enter in the minute book the minutes of all meetings of the Board of Directors. The Secretary, or his or her designee, 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 may prescribe.

Section 5. Treasurer. The Treasurer, or his or her designee, 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 possession of the

Corporation shall be received, accounted for, and placed in safekeeping as the Treasurer may from time to time prescribe. The Treasurer, or his or her designee, shall furnish, whenever requested by the Board of Directors or the Chair, a statement of the financial condition of the Corporation. The Treasurer shall perform the duties usual to such position and such other duties as the Board of Directors or the Chair may prescribe.

Section 6. Other Officers. Each other officer of the Corporation shall perform duties as the Board of Directors or Chair may prescribe.

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 and Executive Committee, which, to the extent provided in such resolution and consistent with applicable 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. Unless otherwise specified in a resolution of the Board of Directors, the Chair, Vice Chair, Secretary, and Treasurer shall constitute the Executive Committee.

Section 2. Standing Committees. With the approval of the Board of Directors, the Chair shall appoint standing committees to perform such functions as the Chair may direct, including, but not limited to, the following six (6) standing committees: (a) Programs and Services; (b) Finance and Insurance; (c) Governance; (d) Compensation; (e) Audit; and (f) Human Resources. Each standing committee shall submit to the Board of Directors a minimum of one written report per year on its activities. All standing committees shall consist of at least (7) voting members, including the Chair of the Corporation, the President and Chief Executive Officer of the Corporation, and five (5) additional directors of other individuals elected by the Board of Directors. Three members of a committee shall constitute a quorum.

Section 3. Other Committees. The Board of Directors may establish other committees, in addition to the Executive Committee and standing committees, to accomplish the goals and perform the programs of the Corporation. Such committees shall have such responsibilities and powers and the Board of Directors 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

Advisory Board

The Board of Directors may, by resolution adopted by the majority of directors the in office, establish an Advisory Board of citizens in the community who are supportive of the Corporation's purposes and programs and desire to assist the Corporation in accomplishing such purposes and programs. The Advisory Board shall assist the Corporation by providing advice and counsel to the Board of Directors with respect to various Corporation matters when such advice and counsel is solicited by the Board of Directors. The Advisory Board shall have such other responsibilities and powers as the Board of Directors shall specify. Members of the Advisory Board may be asked to lend their name and influence to assist the Corporation in accomplishing its charitable purposes. A member of the Advisory Board may be removed by a majority vote of the Board of Directors, with or without cause.

ARTICLE VII

Corporate Employees

Section 1. President and Chief Executive Officer. The Board of Directors may employ a President and Chief Executive Officer (“President”) of the Corporation, who shall be known by such title or such other title(s) as the Board of Directors may from time to time determine, and who shall be responsible for the day-to-day operations and management of the Corporation in accordance with the policies established by the Board of Directors. The President shall be the chief employee of the Corporation and have authority to employ and to terminate the employment of staff members who are necessary to operation the Corporation and to determine their compensation with the budget approved by the Board of Directors. The President shall assist the Board of Directors, or, where appropriate, a committee thereof, in preparing the Corporation’s annual budget. The President shall attend all meetings of the Board of Directors and each of its committees, except das the Board of Directors or its committees may otherwise direct. The President shall perform such other duties as the Board of Directors, or the Chair may prescribe. The President shall serve at the pleasure of the Board of Directors and may be removed, with or without cause, by the Board of Directors at any time.

Section 2. Other Officers of the Corporation. The Corporation may employ other officers of the Corporation who shall be known by such titles as the Board of Directors and the President and Chief Executive Officer may from time to time determine. These officers may include, but not be limited to Chief Operating Officer (COO), Chief Financial Officer (CFO), Chief Human Resources Officer (CHRO), Chief Communications/Strategy Officer (CSO), and the President of the Damar Foundation. The duties of such officers shall be determined by the President and Chief Executive Officer and shall assist the President and Chief Executive Officer in the day-to-day operations and management of the Corporation. Officers serve at the pleasure of the President and Chief Executive Officer and may be removed, with or without cause, by the President at any time.

ARTICLE VIII

Conflicts of Interest

Section 1. General Statement and Procedures. It is the policy of the Corporation and its Board of Directors that the Corporation's directors, officers and employees carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. The Corporation's directors, officers, and employees shall have the continuing, affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the Corporation. This policy shall be further subject to the following principles:

- (a) Directors, officers, and employees of the Corporation shall conduct their duties with respect to potential and actual grantees, contractors, suppliers, agencies, and other persons transacting or seeking to transact business with the Corporation in a completely impartial manner, without favor or preference based upon any consideration other than the best interests of the corporation.
- (b) Directors, officers, and employees of the Corporation shall not seek or accept for themselves or anyone else, from any person or business entity that transacts or seeks to transact business with the Corporation, any gifts, entertainment, or other favors relating to their positions with the Corporation that exceed common courtesies consistent with ethical and accepted business practices.
- (c) If a director, or a director's relative (the term "relative" includes spouses, ancestors, and descendants, whether by whole or half-blood), directly or indirectly owns a significant financial interest in, or is employed by, any business entity that transacts or seeks to transact business with the Corporation, the director shall disclose that interest or position and shall refrain from voting on any issue pertaining to the transaction.
- (d) Officers and employees of the Corporation shall not conduct business on behalf of the Corporation with a relative or a business entity in which the officer, employee, or his or her relative owns a significant financial interest or by which such officer, employee, or relative is employed, except where such dealings have been disclosed to, and specifically approved and authorized by, the Board of Directors of the Corporation.

- (e) The Board of Directors may require the Corporation's directors, officers, or employees to complete annually (or as otherwise scheduled by the Board) a disclosure statement regarding any actual or potential conflict of interest described in these Bylaws. The disclosure statement shall be in such form as may be prescribed by the Board and may include information regarding a person's participation as a director, officer, or employee of any other nonprofit organization. The Board of Directors shall be responsible for oversight of all disclosures or failures to disclose and for taking appropriate action in the case of any actual or potential conflict of interest transaction.

Section 2. Validity of Actions. The failure of the Corporations, its Board of Directors, or any or all of its directors, officers, or employees to comply with the conflict of interest provisions of these Bylaws shall not invalidate, cancel, or void, or make voidable any contract, relationship, action, transaction, debt, commitment, or obligation of the Corporation that otherwise is valid and enforceable under applicable law.

ARTICLE IX

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, or employee 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 thereof or, (b) if not wholly successful, then if such person is determined as provided in Section 3 of this Article IX 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 judgement, 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 IX.

Section 2. Definitions. (a) As used in this Article IX, 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 being or having been a director, officer, or employee 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 on 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.

(a) As used in this Article IX, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgements, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

(b) As used in the Article IX, 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) 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 the preceding Section 1 of this Article IX 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 IX 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 IX, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees, 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 authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article IX and insurance protecting the Corporation's directors, officers, employees, or other persons.

ARTICLE X

Contracts, Checks, Loans, Deposits, and Gifts

Section 1. Contracts. The Board of Directors may authorize on (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. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

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 XI

Amendments

The Power to make, alter, or repeal the Bylaws is vested in the Board of Directors of the Corporation.