

BY-LAWS
NEW HOPE SERVICES, INC.

ARTICLE I - PURPOSE

The purpose of this organization shall be to conduct any lawful business activity as stated in the Articles of Incorporation. It shall include, but not be limited to, providing a continuum of services to citizens and families within Bartholomew, Clark, Clay, Dearborn, Fayette, Floyd, Franklin, Harrison, Jackson, Jefferson, Jennings, Madison, Ohio, Ripley, Rush, Scott, Switzerland, Union, Vermillion and Washington Counties to provide:

Family Services: To promote and strengthen families with respect and compassion through prevention, education, and support.

Ability Services: Strengthen community inclusion by empowering individuals across all ability levels to face challenges and achieve independence.

Affordable Housing: To provide direction and leadership in the development of safe, affordable and suitable housing in response to public need.

ARTICLE II - MEMBERSHIP

Membership shall be limited to the members of the Board of Directors and Chief Executive Officer of the organization.

ARTICLE III - FISCAL YEAR

New Hope Services, Inc. shall operate on a fiscal year that shall begin July 1 and end June 30.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: There shall be a Board composed of 8-12 Directors to whom shall be committed to the responsibility of conducting the business of the Corporation. This Board shall annually choose from within its ranks the following officers: Chairperson, Vice-Chairperson, and Treasurer/Secretary.

Section 2: The Board of Directors shall hold a meeting, bi-monthly, unless a majority of the Board votes to change the meeting frequency.

Section 3: Special meetings of the Board may be called by the Chairperson, or by written request of three (3) Board members to the Chairperson. Two (2) days written, electronic, or telephone notice to all members is required.

Section 4: The regular meeting in June shall be designated as the meeting for the election of new Directors and for election of Officers.

Section 5: A majority of the members of the Board of Directors shall constitute a quorum. Action at any meeting at which a quorum is present shall require the vote of at least 51% of the Board members present.

Section 6: In the event of any urgent matter requiring full Board vote between regularly scheduled meetings, the resolution and the votes may be electronically transmitted.

Section 7: The Board of Directors shall be responsible for the development of policies for the conduct of the business of the Corporation, shall employ a Chief Executive Officer as required to administer the affairs of the Corporation and shall prescribe the duties and terms of the Chief Executive Officers employment. The Chief Executive Officer shall exercise all other powers inherent in the Corporation.

ARTICLE V - TERMS OF OFFICE

Section 1: The business and property of the Corporation shall be managed and controlled by a Board of 8-12 Directors. All members shall serve a three (3) year term. Additional terms are acceptable and may be consecutive.

Section 2: The officers of the Corporation shall serve for a term of one (1) year, beginning July 1 following their election. Officers shall not succeed themselves more than once, except as hereinafter otherwise provided for filling vacancies.

Section 3: All vacancies on the Board, except the officers, shall be filled for the unexpired term by persons appointed by the Chairperson, with approval of the Executive Committee.

Section 4: Vacant officer positions on the Board, except that of the Chairperson, shall be filled for the unexpired term by persons elected by the Board of Directors.

Section 5: A Board member may be removed by a vote of two thirds (2/3) of all directors in office. Such action shall be taken at a regular meeting of the Board of Directors or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least two (2) days prior thereto.

ARTICLE VI - DUTIES OF OFFICERS

Section 1: The Chairperson shall preside at all meetings of the Corporation and of the Board of Directors. He/she shall appoint all committees with the approval of the Board, and supervise directly or indirectly their work and be an ex-officio member of all committees.

Section 2: The Vice-Chairperson shall succeed to the Chairperson in case of a vacancy in that office and shall perform the duties of the Chairperson in the event of absence or disability. He/she shall undertake such other responsibilities as the Chairperson may assign.

Section 3: The Treasurer/Secretary shall review and ensure maintenance of a record of the proceedings of all meetings of the membership and the Board of Directors. He/she shall ensure the filing with the State Association two (2) copies of the Constitution and By-Laws when amended. He/she shall be responsible for reviewing the financial transactions of the Corporation. He/she shall advise the Chief Executive Officer and Chief Financial Officer as needed.

Section 4: The Board of Directors shall present at the annual meeting of members a report verified by the Chairperson and Treasurer/Secretary, or by a majority of the Directors, showing in appropriate detail the following: a) the assets and liabilities, including the trust funds of the Corporation as of the end of the fiscal year immediately preceding the annual meeting, which shall be not more than four (4) months prior to such meeting; b) the principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report; c) the revenue or receipts and expenses or disbursements of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report.

ARTICLE VII – ELECTIONS

Section 1: The Executive Committee shall prepare a slate of candidates for election as Directors and shall secure the consent of its nominees to serve if elected. It shall report its nominations in writing and shall attach to its report sufficient biographical material to acquaint the membership with the background and qualifications of the nominees. The Committee's report with attachments shall be presented at the June meeting of the Corporation.

Section 2: Nominations shall be permitted from the floor at the June Corporation meeting. All nominees, whether nominated by the committee or from the floor, shall be in good standing who have given consent to the nomination.

Section 3: Election of Directors shall be the next order of business at the June meeting and shall be conducted by ballot if there were nominations from the floor. In the event of no floor nominations, an oral vote is acceptable. Ballots shall be counted by a committee composed of the Vice-Chairperson and Treasurer/ Secretary

Section 4: Following their election, Directors shall take office on July 1st.

ARTICLE VIII - STANDING COMMITTEES

Section 1: The Standing Committees shall be Executive, and Finance and Audit.

Section 2: Special committees may be appointed by the Chairperson with approval of the Board.

Section 3: Terms of all committee members shall expire on June 30th of each year.

Section 4: All committees shall present their recommendations to the Board of Directors for approval.

ARTICLE IX - DUTIES OF STANDING COMMITTEES

Section 1: Executive Committee - This committee shall consist of the three (3) officers of the Board and the Chief Executive Officer of the Corporation, with the Chairperson serving as the presiding officer. This committee shall handle urgent matters requiring Board action in the interim between board meetings and all such actions shall be brought before the board at their next meeting for confirmation. The committee evaluates the Chief Executive Officer of the Corporation and recommends to the Board annual compensation, and ensures effective delegation from the Board to the CEO. Additional members may be appointed at the discretion of the committee, as necessary.

Section 2: Finance & Audit Committee - This committee shall be appointed by the Chairperson with the Treasurer/Secretary serving as the Chair. The committee develops and reviews fiscal policy and monitors implementation. This committee shall annually review the proposed budget and present this budget to the Board in June for approval. In addition, this committee shall regularly review financial reports of the Corporation, year-to-date and monthly reports, and compare to the budget. This committee shall also monitor the annual audit of the corporation and recommend to the Board of Directors concerning audit agency's fiscal and accounting recommendations.

ARTICLE X- PROHIBITION AGAINST SHARING CORPORATE EARNINGS

No member, director, officer, or employee of, or member of a committee or council of, or person connected with the Corporation, or any other private individual shall receive any of the net earnings of, or pecuniary profit from the operations of the Corporation, provided that this shall not prevent payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets

upon the dissolution of the Corporation, whether voluntary or involuntary. The assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, testing for public safety, literary, Clark County Government, or educational organizations which would then qualify under the provisions of section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. The Corporation will not be controlled by, nor receive directions from individuals or entities seeking profit from the organization.

ARTICLE XI - CONFLICT OF INTEREST

The Corporation, under the supervision of the Board of Directors, shall have the right to contract for goods and services from vendors of its own choosing. No professional, financial, personal, or legal conflict of interest practices will be carried on by any members of the Board of Directors which would exclude them from membership on the Board. Any potential Conflict of Interest as defined by Indiana State code 35-44.1-1-4 should be immediately disclosed to the Board of Directors.

ARTICLE XII - INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make, or any similar restriction, provided however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII - EXEMPT ACTIVITIES

Notwithstanding any other provisions of these By-Laws, no member, trustee, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under section 170 (c) (2) or such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XIV - NON-DISCRIMINATORY CLAUSE

The activities conducted by the organization will be carried out in accordance with the applicable current court order or desegregation plan filed with the U.S. Office of Education. All other activities will be carried out on a non-discriminatory basis.

ARTICLE XV - USE OF ASSETS

No assets of the Corporation will be used for any partisan political purposes.

ARTICLE XVI- PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern the conduct of business in all cases where they are applicable and not in conflict with this Constitution and By-Laws.

ARTICLE XVII - AMENDMENTS

Any proposed amendment, along with the date it is to be voted upon shall be presented in writing to the Board of Directors at least one (1) month prior to the meeting at which it is to be voted upon and a two-thirds (2/3) vote of the Directors present required for acceptance.

These are the current By-laws approved and adopted by the membership on March 29, 1973:

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| Amended | April 4, 1974 |
| Amended | January 23, 1975 |
| Amended | November 20, 1975 |
| Amended | September 22, 1977 |
| Amended | October 18, 1979 |
| Amended | February 26, 1981 |
| Amended | January 22, 1982 |
| Amended | May 22, 1982 |
| Amended | February 26, 1987 |
| Amended | February 24, 1994 |
| Amended | July 31, 1996 |
| Amended | November 21, 2008 |
| Amended | July 26, 2012 |
| Amended | September 5, 2013 |
| Amended | January, 2015 |
| Amended | April 27, 2017 |
| Amended | February 28, 2018 |
| Amended | August 2, 2023 |