

CODE OF BY-LAWS
OF
GOODWILL EDUCATION INITIATIVES, INC.

Adopted March 1, 2004
Amended May 1, 2023

ARTICLE 1

Identification

Section 1.01. Name. The name of the Corporation is **Goodwill Education Initiatives, Inc.** (the “Corporation”).

Section 1.02. Mission Statement. The Corporation shall develop and operate one or more charter schools to prepare young people for productive lives. Each school shall be a “charter school,” as that term is defined in I.C. Section 20-5.5, and shall be run in accordance with a “charter school agreement” entered into by the Corporation and the Mayor of the City of Indianapolis or other sponsor as that term is defined in I.C. Section 20-5.5-1-15 (hereinafter, the “Charter”). The schools will strengthen communities by helping urban students achieve their fullest potential by educating “one student at a time” and providing schools that (i) foster students’ individual interests; (ii) engage them with teachers, parents, and mentors to create learning plans that focus on those interests; and (iii) combine school-based study with outside experience.

Section 1.03. Non-Discrimination. The Corporation shall admit students of any race, color, gender, national and ethnic origin, religion, or ancestry and without regard to disability to all the rights, privileges, programs, and activities generally accorded or made available at its charter schools. The Corporation shall not discriminate on the basis of disability, race, color, gender, national and ethnic origin, religion, or ancestry in the administration of its educational policies, admissions, policies, scholarships, and loan programs, and athletic or other school administered programs.

Section 1.04. Non-Sectarian. The Corporation shall be non-sectarian and non-religious in its curriculum, programs, admission policies, employment practices, governance, and all other operations.

ARTICLE 2

Membership

Section 2.01. Qualification of Member. The Corporation's sole member shall be Goodwill of Central and Southern Indiana, Inc. ("Goodwill"). If Goodwill ceases to exist for any reason, then the sole member shall be Goodwill's successor-in-interest, if any, or if none or if for any reason there is no member then acting, the member shall be an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, that is selected by the Board of Directors.

Section 2.02. Rights of the Member. The right of the member to vote and all the member's right, title and interest in or to the Corporation shall cease on the termination of membership. No member (other than a member that is then exempt from federal income tax under Code Section 501(c)(3)) shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.

Section 2.03. Dues and Assessments. The member shall not pay dues.

Section 2.04. Resignation from Membership. The member may resign at any time by giving written notice of such resignation to the Chairman or the Secretary of the Corporation. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Chairman or the Secretary. The acceptance of a resignation shall not be necessary to make it effective.

Section 2.05. Termination of Membership. The Board of Directors may not terminate or suspend the membership of the member.

Section 2.06. Period of Membership. The term of membership of the member shall be perpetual.

Section 2.07. Place of Members' Meetings. All meetings of the member shall be held either at the registered office of the Corporation in the State of Indiana, or at such other place within or without the State of Indiana as may be designated by the Board of Directors and specified in the respective notices or waivers of notice thereof.

Section 2.08. Annual Meeting. An annual meeting of the members shall be held within six (6) months after the close of the fiscal year of the Corporation as designated by the Board of Directors and specified in the respective notices or waivers of notice thereof.

Section 2.09. Special Meetings. Special meetings of the member may be called by the Chairman of the Corporation or by the Board of Directors.

Section 2.10. Notice of Meetings. A written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or mailed by the Secretary or by the officer or persons calling the meeting to the member at such address as appears on the records of the Corporation at least ten (10) days before the date of the meeting, or if notice is mailed by other than first class or registered mail, thirty (30) to sixty (60) days before the meeting date. Notice of any meeting of the member may be waived in a writing signed by the member and delivered to the Corporation. Attendance at any meeting shall constitute a waiver of notice of that meeting.

Section 2.11. Action Without Meeting. Any action required or permitted to be taken at a meeting of the member of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a duly authorized representative of the member, and such written consent is filed with the minutes of the proceedings of the member. Such consent shall have the same effect as the vote of the members at a duly held meeting.

ARTICLE 3

Board of Directors

Section 3.01. Functions. The business, property and affairs of the Corporation shall be managed and controlled by a Board of Directors as from time to time constituted.

Section 3.02. Number and Qualification. There shall be nine (9) voting Directors of the Corporation, which number may from time to time be increased or decreased by resolution adopted by not less than a majority of the Board of Directors, subject to the limitation that the Board shall never be reduced to less than three (3) nor increased to more than eleven (11) Directors. Except as otherwise provided in these By-Laws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions; provided, however, the President of the Corporation shall be an ex- officio member of the Board of Directors but shall not vote, and shall not be counted as a Director for purposes of quorums, majority voting, and similar issues. All Directors shall consent to appropriate background searches as required by Charter Section 3.2. No Director shall take office until the Corporation fully complies with the provisions of Charter Section 3.2.

Section 3.03. Election. One-half (rounded down to the nearest whole number) plus one of the members of the Board of Directors (the “Appointed Directors”) shall be appointed by Goodwill. The remaining members of the Board of Directors shall be elected by the Board of Directors at the annual meeting provided in this Article 2 of this Code of By-Laws (the “Elected Directors”).

Section 3.04. Term. The Elected Directors shall be divided into three classes as nearly equal in number as possible. The terms of Elected Directors in the first group expire at the first annual meeting of the Directors after their election, the terms of the second group expire at the second annual meeting of the Directors after their election, and the terms of the third group expire at the third annual meeting of the Directors after their election. At each annual meeting of the Directors held thereafter, Directors shall be chosen for a term of three (3) years to succeed those whose term expires. Incumbent Directors shall be eligible for re-election or re- appointment; provided, however, no person may serve as a Director for more than three (3) consecutive three (3) year terms.

Section 3.05. Vacancies. Any vacancy among the Elected Directors caused by death, resignation, removal or otherwise may be filled by the remaining Board of Directors, or if the Directors remaining in office constitute fewer than a quorum, by the affirmative vote of a majority of the Directors remaining in office. Any vacancy among the Appointed Directors shall

be filled by Goodwill. A Director elected to fill a vacancy shall hold office until the expiration of the term of the Director causing the vacancy and until a successor shall be elected and qualified.

Section 3.06. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, the Chairman, President, or Secretary of the Corporation, and if an Appointed Director, to Goodwill. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

Section 3.07. Removal. Any Director may be removed, with or without cause, in accordance with the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”).

Section 3.08. Meetings. The Board of Directors shall meet at least quarterly. All meetings shall occur either at the registered office of the Corporation in the State of Indiana, or at such other place within the State of Indiana as may be designated by the Board of Directors and specified in the respective notices or waivers of notice thereof. The annual meeting shall be for the purpose of organization, election of directors and officers and consideration of any other business that may properly be brought before the meeting and shall be held within six (6) months after the close of the fiscal year of the Corporation as designated by the Board of Directors and specified in the respective notices or waivers of notice thereof. If the annual meeting is not held as above provided, the election of officers may be held at any subsequent meeting of the Board of Directors specifically called in the manner set forth herein. The Board of Directors may provide by resolution the time and place within the State of Indiana for the holding of additional regular meetings of the Board without other notice than such resolution. Special meetings of the Board of Directors may be called by the Chairman and shall be called by order thereof upon the written request of at least two Directors, which request shall set forth the business to be conducted at such meeting.

Section 3.09. Notice of Meetings. Notice of all meetings of the Board of Directors, except as herein otherwise provided, shall be given by mailing the same (whether by post or by electronic mail), by telephoning, or delivering personally the same at least two (2)

days before the meeting to the usual business or residence address of the Director as shown upon the records of the Corporation. Notice of any meeting of the Board of Directors may be waived in a document filed with the Secretary 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 place of the meeting. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, notice of any Board meeting shall be posted in a conspicuous place at the principal office of the Corporation or at the Board's meeting place at least 48 hours (excluding Saturday, Sunday, and legal holidays) prior to the meeting. Notice of any meeting shall at all times conform with the requirements of Indiana's "Open Door Law," I.C. Section 5-14-1.5.

Section 3.10. Quorum. A quorum of the Board of Directors at any annual, regular, or special meeting of the Board of Directors shall be a majority of the duly qualified members of the Board of Directors then occupying office, but in no case shall there be less than two (2) Directors present. The act of a majority of the Directors present at a meeting who constitute a quorum shall be the act of the Board of Directors.

Section 3.11. Committees. The Board of Directors, by resolution adopted by a majority of the Board, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at the meeting at which a quorum is present. The designation of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law. All committee meetings shall be run in accordance with the requirements of Indiana's "Open Door Law," I.C. Section 5-14-1.5.

Section 3.12. No Actions Without Meeting. All actions required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof must be taken

at a meeting of the Board of Directors held in accordance with the requirements of Indiana's "Open Door Law," I.C. Section 5-14-1.5.

Section 3.13. Meeting by Telephone, etc. Any or all of the members of the Board or of any committee designated by the Board may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting. Meetings at which one or more individuals participate by phone shall be treated in all respects as a meeting at which such individuals are physically present for purposes of complying with the requirements of Indiana's "Open Door Law," I.C. Section 5-14-1.5.

ARTICLE 4

Officers

Section 4.01. Officers and Agents. The officers of the Corporation shall consist of a Chairperson, a Vice-Chairperson, a President, a Secretary, a Treasurer, and such other officers as the Board of Directors may, by resolution, designate from time to time. Any two (2) or more offices may be held by the same person. The Board of Directors may, by resolution, create, appoint and define the duties and fix the compensation of such officers and agents as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Corporation is formed; provided, however, that officers and agents shall be compensated, if at all, only for actual services performed on behalf of the Corporation.

Section 4.02. Election, Term of Office and Qualification. All officers shall be chosen annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office (unless the officer resigns, is removed, or dies) until the next annual meeting of the Board of Directors or until a successor is chosen and qualified.

Section 4.03. Vacancies. In the event an office of the Corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the Board of Directors shall elect a person to fill such vacancy, and the person so elected shall hold office and

serve until the next annual meeting of the Board of Directors or until a successor is elected and qualified, or until the officer's death, resignation, or removal.

Section 4.04. Chairperson. The Chairperson, if present, shall preside at all meetings of the Board of Directors, shall appoint the chairperson and members of all standing and temporary committees, subject to the review of the Board of Directors, and shall do and perform such other duties as this Code of By-Laws provides or as may be assigned by the Board of Directors.

Section 4.05. Vice-Chairperson. The Vice-Chairperson shall preside at all meetings of the Board of Directors if the Chairperson is not present and shall do and perform such other duties as this Code of By-Laws provides or as may be assigned by the Board of Directors.

Section 4.06. President. The President shall be the chief executive officer and President of the Corporation; shall have and exercise general charge and supervision of the affairs of the Corporation; and shall do and perform such other duties as this Code of By-Laws provides or as may be assigned by the Board of Directors. The president shall be an ex-officio member of the Board of Directors but shall not have a vote.

Section 4.07. Secretary. The Secretary shall have the custody and care of the corporate records and the minutes book of the Corporation. The Secretary shall attend all the meetings of the Board of Directors of the Corporation, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings and shall perform a like duty for all standing committees of the Board of Directors when required. The Secretary shall attend to the giving and serving of all notices of the Corporation, shall file and take care of all papers and documents belonging to the Corporation, shall authenticate records of the Corporation as necessary, and shall perform such other duties as may be required by the Code of By-Laws or as may be prescribed by the Board of Directors. The Secretary shall prepare and maintain all the materials necessary to comply with the provisions -of Indiana's "Open Door Law," I.C. Section 5-14-1.5-

Section 4.08. Treasurer. The Treasurer shall have custody of all the moneys and securities of the Corporation. The Treasurer shall also have custody of all debts, obligations, contracts, and other documents pertaining to such funds and their expenditure. The Treasurer shall keep, or cause to be kept,

correct and complete records of accounts, showing accurately at all times the financial condition of the Corporation. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation and shall perform such other duties as may be required by these bylaws or as may be prescribed by the Board of Directors or the President. The Treasurer shall perform such other duties as may be prescribed by these bylaws or as the President or the Board of Directors of the Corporation shall from time to time prescribe.”

Section 4.09. Assistant Officers. The Board of Directors may from time to time designate assistant officers who shall exercise and perform such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as may be prescribed by the Code of By-Laws, the Board of Directors.

Section 4.10. Removal. Any officer may be removed from office, with or without cause, by the Board of Directors.

Section 4.11. Resignations. Any officer may resign at any time by delivering notice to the Board of Directors, the President, or the Secretary. A resignation is effective upon delivery unless the notice specifies a later effective date.

ARTICLE 5

Loans to Officers and Directors

The Corporation shall not lend money to or guarantee the obligations of any officer or Director of the Corporation.

ARTICLE 6

Financial Affairs

Section 6.01. Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or to any amount. The Board is specifically authorized to enter into (and from time to time amend) one or more “Charter School Agreements” with the Mayor of the Consolidated City of Indianapolis, Marion County, Indiana, or any other qualified sponsor.

Section 6.02. Checks, etc. The Board shall by resolution designate officers, agents or employees of the Corporation who may, in the name of the Corporation, execute drafts,

checks and orders for the payment of money in its behalf; provided, however, that any expenditure in excess of Twenty-Five Thousand Dollars (\$25,000.00) that is outside the ordinary course of operation shall comply with Section 10.6 of the Charter.

Section 6.03. 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.

Section 6.04. Audited Financial Statements. The Corporation shall maintain financial statements prepared in accordance with the unified accounting system prescribed by the State Board of Education and State Board of Accountants and shall engage an independent certified public accountant to audit such financial statements.

ARTICLE 7

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July of each year and end on the last day of June of each year.

ARTICLE 8

Prohibited Activities

Notwithstanding any other provision of this Code of By-Laws, no member, Director, officer, employee or agent 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 described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

ARTICLE 9

Amendments

The power to make, alter, amend or repeal the Code of By-Laws is vested in the Board of Directors, which power shall be exercised by affirmative vote of a majority of the Directors;

provided, however, that no amendment to Article 2 may be made without the prior approval of Goodwill. Any proposed amendment shall be included in the notice of such meeting and each member shall be provided with a copy of the notice of such meeting. If notice of a proposed amendment to the Code of By-Laws is included in the notice of any meeting of the Board of Directors, it shall be in order to consider and adopt at that meeting any amendment to the Code of By-Laws dealing with the subject matter with which the proposed amendment is concerned.

ARTICLE 10

Indemnification

Section 10.01. General. Every person who is or was a director of the Corporation or was serving at the Corporation's request as a director, an officer, a member, a manager, a partner, a trustee, an employee, or an agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not (as described in Ind. Code Section 23-17-16-2) shall be indemnified by the Corporation against all liability and expenses (as such terms are defined in Ind. Code Sections 23-17-16-3 and 4) incurred by such person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, because such person is or was a director of the Corporation or is or was serving at the Corporation's request as a director, an officer, a member, a manager, a partner, a trustee, an employee, or an agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not, provided that such person is determined in the manner specified in Ind. Code Section 23-17-16-12 to have met the standard of conduct specified in Ind. Code Section 23-17-16-8. For purposes of these provisions relating to indemnification, directors shall include ex officio and honorary directors.

Section 10.02. Advances. Subject to the requirements of Ind. Code Section 23-17-16-10, the Corporation shall advance to such persons the reasonable expenses incurred by him or her in connection with any such action, suit or proceeding. Upon demand for indemnification or advancement of expenses, as the case may be, the Corporation shall proceed as provided in Ind. Code Section 23-17-16-12 to determine whether such persons is entitled thereto.

Section 10.03. Applicable to Officers. Every person who is or was an officer of the Corporation, whether or not a director, shall be indemnified, and shall be entitled to an advancement of expenses, to the same extent as if such person were a director.

Section 10.04. Reporting. If the Corporation indemnifies or advances expenses to a director in connection with a proceeding by or in the right of the Corporation, the Corporation shall report the indemnification or advance in writing to the Board of Directors at its next meeting.

Section 10.05. 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, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, an officer, a member, a manager, a partner, a trustee, an employee, or an agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as such.

Section 10.06. No Limitations. Nothing contained in this Article 10 shall limit or preclude the exercise of any right provided under the Act, any other laws, the articles of incorporation, these bylaws, any general or specific action of the Board of Directors or any contract relating to indemnification of or the advancement of expenses to any director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any director, officer, employee or agent.”