

BY-LAWS OF THE CONSERVATION LAW CENTER, INC.

(As Amended and Re-stated November 19, 2018)

Article 1 – Name

The name of the corporation is the Conservation Law Center, Inc. (the “CLC”).

Article 2 – Board of Directors

Section 2.01 – Functions. The business, property, and affairs of the CLC shall be managed by a Board of Directors.

Section 2.02 – Number. There shall be seven Directors, which number may be increased or decreased by resolution of a majority of the Board of Directors, subject to the limitation that the Board shall never be reduced to fewer than three, nor increased to more than twelve Directors.

Section 2.03 – Election, Term. The Board of Directors shall be elected at the annual meeting as provided for in this Article. The terms of the initial Board having been staggered, at each annual meeting following the inaugural annual meeting, Directors shall be elected by the Board for a term of three years to succeed those whose terms expire, or whose term limitation is reached. The Board may also elect Directors at any meeting in which there is a vacancy on the Board. A Director elected to replace a Director who has resigned or been removed from office shall succeed to the term of the departing Director. Directors shall be eligible for re-election, provided, however, that each director elected after January 1, 2019 shall serve for no more than nine consecutive years. In the event that death, resignation, or removal of a Director results in the absence of a quorum for the election of a succeeding Director, a majority of the Directors then serving may elect a Director or Directors to fill the vacancy(ies).

Section 2.04 – Chair. The Board of Directors, at the CLC’s annual meeting, shall elect a Chair who shall preside at all meetings of the Board of Directors if present, and shall hold office (absent death, resignation, or removal) until the next annual meeting. In the absence of the chair, the board members present at the meeting shall elect a chair pro tempore. In the event of the death, removal, or resignation of a Chair, a successor Chair shall be elected by the Board to preside at the next meeting of the Board, and shall hold office until the next annual meeting.

Section 2.05 – Resignation. Any Director may resign at any time by giving written notice to the Board of Directors, the Chair, or the President. 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 2.06 – 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.

Section 2.07 – Meetings. The Board of Directors shall meet each year either at the registered office of the CLC in the State of Indiana, or at such other place as may be designated by the Board of Directors and specified in the corresponding notices or waivers of notice. The annual meeting shall be for the purpose of election of Directors, election of officers, (provided, however, that officers and Directors may be elected by the Board at any duly constituted meeting) and consideration of any other business properly brought before the meeting. The annual meeting shall be held within nine months after the close of the fiscal year of the CLC as designated by the Board of Directors and specified in the respective notices or waivers of notice thereof. The Board of Directors may provide by resolution the time and place of additional meetings without notice other than such resolution. Special meetings of the Board may be called by the Chair, and shall be called by order of the Chair upon the written request of the President or at least two Directors, which requests shall set forth the business to be conducted at the meeting. In the absence or disability of the Chair, special meetings of the Board may be called by the President or two directors.

Section 2.08 – Notice of Meetings. Notice of all meetings of the Board of Directors, except as herein otherwise provided, shall be given by mail, electronic mail, telephone, fax, or by personal delivery at least two days before the meeting to the usual business or residence address of the Director as shown upon the records of the CLC. A director may waive the requirement of notice of any meeting of the Board by filing with CLC a signed waiver of notice that sets forth in reasonable detail the purpose(s) for which the meeting is called as well as the time and place of the meeting. Attendance at any meeting of the board shall constitute a waiver of notice of that meeting, except where a Director attends for the express purpose of objecting to the transaction of business because the meeting was not duly called or convened.

Section 2.09 – Quorum. A quorum of the Board of Directors at any meeting shall be a majority of the then sitting members of the board. Action by a majority of the Directors present, if a quorum is present, constitutes action by the Board.

Section 2.10 – Committees. The Board may designate by resolution one or more committees, each of which shall consist of two or more Directors which shall have and exercise such authority of the Board as provided for in such resolution. Neither the designation of any such committee, nor the delegation of authority to it shall operate to relieve the Board, or any individual Director, of any responsibility imposed by law.

Section 2.11 – Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board or a committee thereof may be taken without a meeting if

the action is taken by all members of the board or the committee. An action so taken must be evidenced by at least one written consent describing the action taken, signed by each member of the Board or committee, and included in the minutes or filed with the corporate records of the CLC.

Section 2.12 – Meeting by Telephone, etc. Any or all members of the Board or of any committee of the Board may participate in a meeting by or through use of any means of communication in which all persons participating may contemporaneously communicate with each other during the meeting. Participation in a meeting by such means constitutes presence at the meeting.

Article 3 – Officers

Section 3.01 – Officers and Agents. The officers of the CLC shall consist of a President, and a Treasurer, to be elected by the Board. For corporate record-keeping purposes, the President shall also serve as the CLC's Secretary. At the President's recommendation, the board may appoint a CLC staff person as Assistant Secretary to assist the President in performing the administrative duties of the secretary as described in Section 3.05 below. The Board shall, by resolution, further define the duties of the officers and fix the compensation of the President. The Board may, by resolution, define and limit the authority of any employee, and any other officer, assistant officer, or agent. No employee, officer, assistant officer or agent may be compensated by the CLC except for services performed on behalf of the CLC.

Section 3.02 – Term of Office, Vacancies. The President shall hold office at the discretion of the Board. The Treasurer, whenever elected, shall hold office (absent death, resignation, or removal) until the next annual meeting. Assistant officers shall hold office at the discretion of the President.

Section 3.03 – President. The President shall be the chief executive officer of the CLC, and shall have and exercise general charge and supervision of the affairs of the CLC and shall perform such other duties as necessary or as assigned by the Board of Directors, by resolution. The President may recommend for Board approval candidates for such other officer and assistant officer positions and duties as may be necessary or desirable in pursuing the purposes of the CLC.,

Section 3.04 – Treasurer. The Treasurer, working with the President, shall exercise oversight over the CLC's business processes for keeping correct and complete records of account, showing accurately at all times the financial condition of the CLC. The Treasurer shall exercise oversight to insure that at meetings of the Board, and within reason, whenever requested by the Board, a current statement of the financial condition of the CLC is provided. All funds of the CLC shall be immediately deposited in an appropriate financial institution in an account in the name of the CLC.

Section 3.05 – Secretary. The President, acting as Secretary, shall provide for safe and accurate maintenance of the corporate records and minutes of the CLC. The President shall provide for provide the preparation of a true record of the proceedings of board meetings, which record is complete for business purposes. The President, or the Chair, shall attend to the giving of notices regarding the actions and meetings of the CLC, shall file and take care of all papers and documents belonging to the CLC, and shall authenticate records of the CLC as necessary.

Section 3.06 – Removal. Any officer or assistant officer may be removed from office, with or without cause, by the Board. Further, any officer or assistant officer presented to the Board for approval by the President may be removed from office, with or without cause by the President. As a general matter, resignation as a CLC employee shall constitute resignation as a CLC officer or assistant officer. The Board may approve exceptions to this general rule by resolution.

Section 3.07- Resignation. Any officer may resign at any time by delivering notice to the Board of Directors or the Chair, the President, or another officer or assistant officer of the CLC. A resignation is effective upon delivery unless the notice specifies a later effective date.

Article 4 – Loans to Officers and Directors

The CLC shall not lend money to nor guarantee the obligations of any officer of Director of the CLC.

Article 5 – Financial Affairs

Section 5.01 – Contracts. The President is authorized to enter into contracts that are necessary or reasonable, and appropriate or to implement a budget approved by the Board of Directors. Expenditures of \$5,000 or more on behalf of the CLC that are not budgeted must be approved in advance by the Board of Directors. More generally, the Board of Directors may authorize any officer or agent to enter into any contract or execute any instrument in the name of or on behalf of the CLC, and such authority may be general or confined to a specific instance. No officer, agent, or employee shall have any power or authority to bind the CLC by any contract or engagement, or to pledge its credit unless authorized in these By-Laws or by the Board.

Section 5.02 – Investments. The CLC may invest or reinvest any funds held by the organization, and may retain or dispose of securities or property it acquires. The Board shall develop and adopt, by resolution, any more specific policies or delegation of authority considered necessary or desirable with regard to the investments of the CLC.

Article 6 – Fiscal Year

The fiscal year of the CLC shall begin on the first day of March of each year, and end on the last day of February of each year.

Article 7 – Corporate Indemnification

To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs, estate, executors, administrators, and personal representatives of such person) who is or was a Director or officer of the CLC shall be indemnified by the CLC as provided in the Indiana Nonprofit Corporation Act of 1991, as amended.

Article 8 – Prohibited Activities

Any provision of these By-Laws notwithstanding, no Director, officer, employee, or agent of the CLC shall take any action or carry on any activity by or on behalf of the CLC 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 By-Laws, or any number of them, is vested in the Board of Directors, which power may be exercised only upon the vote of two thirds of the Directors present at any meeting, and only if the substance of the proposed amendment is included in the notice of the meeting. If mention of a proposed amendment to the By-Laws is included in the notice it shall be in order to consider and adopt at that meeting any amendment to the By-Laws dealing with the subject matter with which the proposed amendment is concerned.