

**BYLAWS  
OF  
Hoosier Crescent Foundation Corp**

## ARTICLE I

### CORPORATE INFORMATION

**Section 1.1 NAME.** The name of the Corporation shall be HOOSIER CRESCENT FOUNDATION Corp (hereinafter referred to as "Corporation")

**Section 1.2 REGISTERED OFFICE AND AGENT.** The registered agent and office of the Corporation may be, but need not be, identical to the Corporation's principal office and place of business. The Board of Directors may change the address of the registered office and registered agent from time to time.

**Section 1.3 ADDRESS.** The principal offices of the Corporation shall be located in the region of Greater Indianapolis, Indiana. The Board of Trustees may establish offices in other locations from time to time to carry out the purposes of the Corporation.

**Section 1.4 PURPOSE.** The Corporation shall be organized as a not-for-profit Corporation under Indiana Statutes, incorporated on a non-stock basis. The purposes for which the Corporation are to be formed are exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law. In furtherance of these purposes, the Corporation shall provide food pantry, social support, intervention program and medical services to Greater Indianapolis, Indiana underserved and uninsured population.

**Section 1.6 LIMITATIONS.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future U.S. Internal Revenue law.

## ARTICLE II

### BOARD OF TRUSTEES/DIRECTORS

**Section 2.1 POWERS.** The Corporation shall be governed by a Board of Trustees also called Board of Directors. The Board of Trustees shall exercise the rights, powers, and privileges of the Board of a corporation organized under the Non-Profit Corporation Act of Indiana. The Board of Trustees shall set policy and strategic direction for the Corporation subject to any limitations set forth in the Articles of Incorporation or these Bylaws. Without limiting this general power, the Board shall have the power and authority to select and remove all officers, agents, and the Executive Director, prescribe their duties, and fix their compensation.

**Section 2.2 NUMBER.** The Board of Trustees shall consist of no fewer than five (5) and no more than eleven (11) members. No Trustee shall be an employee of the Corporation, or spouse, child, parent, or sibling of an employee by blood or marriage. No two members of any family shall serve on the Board at the same time. Trustees must be 18 years or older at the time of election.

**Section 2.3 TERM.** All Trustees shall have a term of office of three (3) years, limited to two consecutive three (3) year terms, for a total of six years. A Trustee may be re-elected after one year off the Board.

**Section 2.4 MANNER OF ELECTION.** The initial Board of Trustees shall be elected at the organizational meeting. Subsequently, the Board of Directors shall elect new Trustees at the annual meeting. Any vacancy on the Board of Trustees created by resignation, removal, or death may be filled by a majority vote of the remaining Trustees. A Trustee elected to fill a vacancy shall serve for the unexpired term of the Trustee replaced, and shall be eligible for re-election for up to two full terms.

**Section 2.5 REGULAR MEETINGS.** The Board of Trustees shall meet at least quarterly and at such dates and times as may be set by the Board. Trustees may participate in a meeting of the Board or any Board Committee by electronic means including conference telephone/video or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. Persons participating in a meeting by electronic means shall be counted for purposes of determining whether a quorum is present.

**Section 2.6 ANNUAL MEETING.** The Annual Meeting of the Board of Trustees shall be held during the last quarter of each fiscal year.

**Section 2.7 SPECIAL MEETINGS.** Special meetings of the Board may be called by the Chair, or by at least a majority of the Trustees then in office upon at least 72 hours written notice by mail, fax, or email. The notice of any special meeting must designate the topics to be discussed. A statement signed by the person giving the notice indicating who was notified, how they were notified, and that the recipient was notified of the topics to be discussed, must be filed with the minutes of the special meeting.

**Section 2.8 NOTICE.** Notice of regular meetings of the Board of Trustees shall be given not less than five (5) days prior thereto by mail, fax, or email. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise specified in the provisions of the Indiana Non-Profit Corporation Act, the Articles of Incorporation or these Bylaws, neither the business to be transacted nor the purpose of any meeting of the Board of Trustees need be specified in the notice or the waiver of notice of such meeting.

**Section 2.9 STANDARDS OF CONDUCT.** A Trustee shall discharge his or her duties as a Trustee or member of a Board Committee: a) in good faith; b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and, c) in a manner he or she reasonably believes to be in the best interests of the Corporation. In discharging his or her duties, a Trustee may rely on information prepared or presented by: a) one or more officers or employees of the Corporation; b) legal counsel, public accountants, or other persons with professional or expert competence; or, c) a Board Committee of which he or she is not a member if the Trustee reasonably believes the committee merits confidence. A Trustee is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance unwarranted. A Trustee is not liable for any action taken as a Trustee, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this section.

**Section 2.10 COMPENSATION.** Members of the Board of Trustees shall receive no compensation for their services. However, the Corporation, as determined by the Board, may reimburse Trustees for reasonable expenses incurred in attending Board meetings and other functions authorized by the Board.

**Section 2.11 RESIGNATION.** A Trustee may resign from the Board by giving written notice to the Secretary or Chair. In lieu of written resignation from a Trustee who has verbally resigned, a letter acknowledging the resignation shall be generated and sent to the Trustee for signature and return to be included in the Board minutes.

**Section 2.12 REMOVAL.** A Trustee may be removed from office with or without cause by majority vote if the following procedures are followed: The notice of a meeting of the Board to remove a Trustee or Trustees must include the name(s) of the proposed Trustee(s) to be removed. A proposed removal of more than one Trustee at a meeting shall require a separate vote for each Trustee. If removal is effected at a meeting, any vacancies created shall be filled by the remaining Trustees at the same meeting. Any Trustee who is removed from the Board shall not be eligible to stand for reelection until the next annual meeting. Any Trustee removed from office shall turn over to the Secretary within 72 hours any and all records of the Corporation in his or her possession. If a Trustee who is removed does not relinquish his or her office or turn over records as required, a court order can be issued to facilitate compliance with these statutes.

**Section 2.13 CONFLICT OF INTEREST.** All Trustees shall be required to declare conflicts of interest on an annual basis and a statement of disclosure shall be signed by each Trustee on an annual basis. Specific instances of conflicts of interest shall be declared as they occur. Trustees with conflicts of interest may not vote on matters relating to the conflict of interest.

**Section 2.14 QUORUM.** A majority of the Trustees (51%) then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

**Section 2.15 MANNER OF ACTING.** The action of a majority of the Trustees present in person at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by the provisions of the Indiana Non-Profit Corporation Act.

**Section 2.16 VOTING.** Each Trustee shall be entitled to one (1) vote on any matter submitted to a vote at a meeting of the Board.

**Section 2.17 ACTION BY UNANIMOUS WRITTEN CONSENT.** Any action which may be taken at a meeting of the Board of Trustees may be taken without a meeting, if consent in writing by mail, fax, or email, setting forth the action to take, shall be signed by all the Trustees then in office. Action taken without a meeting is effective when the last Trustee signs and returns the consent.

**Section 2.18 PRESUMPTION OF ASSENT.** A Trustee who is present at a meeting of the Board of Trustees at which action on any matter is taken shall be presumed to have assented to the action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by mail to the Secretary of within 72 hours after the adjournment of the meeting. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

### **ARTICLE III**

#### **OFFICERS**

**Section 3.1 NUMBER AND QUALIFICATION.** The officers of the Corporation shall be Chair, Vice-Chair, Secretary and Treasurer. Officers shall be members the Board of Trustees.

**Section 3.2 ELECTION AND TERM OF OFFICE.** The Board of Trustees at each annual meeting shall elect the officers of the Corporation. The officers shall serve a one year term or until a successor is elected or until resignation or removal.

**Section 3.3 RESIGNATION.** Any officer may resign by giving written notice to the Secretary or Chair.

**Section 3.4 REMOVAL.** The Board of Trustees may remove any officer by a 2/3 vote of the Board of Trustees whenever in its judgment the best interests of the Corporation would be served by removal. The vote to remove an officer from his or her office does not constitute a vote to remove the officer from the Board.

**Section 3.5 VACANCIES.** The Board of Trustee can fill any vacancy in any office of the Corporation for the unexpired term.

**Section 3.6 CHAIR.** The Chair shall be the chief governing officer of the Corporation and, subject to the Board's control, shall preside over all Board meetings and shall have all the powers of and be subject to all the restrictions upon the Chair, as established by the Board.

**Section 3.7 VICE CHAIR.** In the absence of the Chair or in the event of his/her death, inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair, as established by the Board.

**Section 3.8 SECRETARY.** The Secretary shall keep or ensure the taking of minutes of the meetings of the Board and their proper filing in the Corporation's minutes book upon approval, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records, and in general perform all duties incident to the office of Secretary, as may be established by the Board.

**Section 3.9 TREASURER.** The Treasurer shall manage the Corporation's finances until the appointment of an Executive Director, and shall help the Board ensure that the Corporation exercises prudent control over its funds, receipts, and disbursements. The Treasurer shall ensure that the Board receives financial statements at such intervals as the Board shall direct. The Treasurer shall ensure that the books of the Corporation are reviewed or audited annually by an outside independent auditor in accordance with the Board's direction.

## ARTICLE IV

### BOARD COMMITTEES

**Section 4.1 ESTABLISHMENT.** The Board may establish, from time to time, such Board Committees as it may deem necessary to assist it in its work. The resolution or policy establishing such committees shall state the job products, authority, and composition of each committee. However, no Committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Trustee, Officer or employee of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the

Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Trustee of any responsibility imposed upon him or her by law, the Articles of Incorporation or these Bylaws.

**Section 4.2 CHAIRPERSON.** One member of each Board Committee shall be appointed Chair by the Board Chair or by the Board of Trustees. The Chair shall be a Trustee and shall direct the conduct of the business of the Committee consistent with the resolution or policy establishing such Committee.

**Section 4.3 MEETINGS; QUORUM; VOTING.** Meetings of any Board Committee shall be called by the Committee Chair. The Chair shall give reasonable oral or written notice of any such meeting to all members of the committee. A majority of the members of such committee shall constitute a quorum thereof. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of such committee.

## ARTICLE V

### EXECUTIVE DIRECTOR

**Section 5.1 SELECTION AND APPOINTMENT.** The Board of Trustees may recruit and employ a chief executive officer, who shall be referred to as “Executive Director”. The Executive Director shall serve at the discretion of the Board of Trustees, or, if the Board so chooses, in accordance with the terms and conditions of an employment agreement.

**Section 5.2 AUTHORITY.** The Executive Director shall have authority and responsibility for the management and day-to-day operations of the corporation, pursuant to the policies of the Board which shall be in place at the time of hire and which may be amended from time to time.

**Section 5.3 COMPENSATION.** The compensation of the Executive Director shall be established by the Board of Trustees. Such compensation shall be consistent with salaries of comparable positions in comparable organizations, subject to the availability of funding. Salary adjustments shall be based upon performance objectives providing in writing by the Board of Trustees prior to the period of evaluation.

## ARTICLE VI

### MEDICAL DIRECTOR

**Section 6.1 SELECTION AND APPOINTMENT:** The Board shall appoint a licensed physician as Medical Director of the Clinic who shall be an ex-officio non-voting member of the Board of Directors.

**Section 6.2 AUTHORITY.** The Medical Director shall supervise the medical staff and manage the health care deliver to the patients of the Clinic. The Medical Director shall establish and implement medical policies, protocols, medical staff procedures, and credentialing standard for the medical staff as may be needed to assure quality medical care is provided at the lowest possible cost within the limitation of available resources. The Medical Director shall also work with administrator and Board to in operating the clinic and shall make recommendations regarding the medical service delivered at the clinic. The Board of Director may adopt a policy further defining the scope of authority and responsibilities of the Medical Directors consistent with this section.

**Section 6.3 COMPENSATION.** The compensation of the Medical Director shall be established by the Board of Trustees. Such compensation shall be consistent with salaries of comparable positions in comparable organizations, subject to the availability of funding. Salary adjustments shall be based upon performance objectives providing in writing by the Board of Trustees prior to the period of evaluation.

## ARTICLE VII

### MISCELLANEOUS PROVISIONS

**Section 7.1 FISCAL YEAR.** The Corporation's fiscal year shall begin on Jan 1 and end on Dec 31 of each year.

**Section 7.2 CONTRACTS AND AGREEMENTS.** The Board of Directors may authorize any officer or officers, agent or agents, or the Executive Director on behalf of the Corporation to enter into any contract, agreement or other transaction and to execute and deliver any instrument or documents in the name of the Corporation. Authority for acts under this provision may be general or specific, and such authority shall only be set forth in the resolution of authorization.

**Section 7.3 BANKS AND DEPOSITORIES.** The Board of Directors shall establish such checking and deposit accounts as from time to time shall be necessary. All receipts shall be deposited intact in such banks or other depositories to the credit of the Corporation. All checks, drafts or order for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, or the Executive Director of the Corporation and in such a manner as from time to time shall be determined by the Board of Directors.

**Section 7.4 LOANS.** No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless they are authorized by resolution of the Board of Directors in advance and they are consistent with Indiana law and these Bylaws.

**Section 7.5 BOOKS AND RECORDS.** The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of Board and Board Committee meetings at its principal office.

**Section 7.6 CORPORATE SEAL.** The Board of Trustees may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation, the year and state of incorporation.

## ARTICLE VIII

### INDEMNIFICATION OF TRUSTEES AND OFFICERS

The Corporation shall indemnify its Trustees and Officers to the fullest extent allowed by Indiana law and indemnify and defend each person who is or was a Trustee or Officer of the Corporation against claims, expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising against any one or more of them based on their conduct as Trustees or Officers. "Proceeding" means any threatened pending, or completed action or proceeding whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorney's fees and any expenses of establishing a right to receive indemnification from the Corporation.

## ARTICLE IX

### DISSOLUTION

**Section 9.1. DISSOLUTION.** The corporation may be dissolve by resolution of the Board of Trustees. In the event of that the corporation is dissolved, the Board of Trustees is responsible to dispose of the assets or proceeds of the scale of the assets of the corporation have first ensured that outstanding debts are paid. Any such asset not so disposed of shall be disposed of by the court of jurisdiction

**ARTICLE X**

**AMENDMENTS**

**Section 10.1. AMENDMENT.** The Board of Trustees shall have the exclusive authority to adopt, repeal or amend Bylaws for the Corporation. In addition, written notification of the meeting and the text of the proposed amendment(s) to the Bylaws must be provided to each Trustee by mail, fax, or email at least fourteen (14) days prior to the meeting.

**Section 10.2 APPROVAL OF AMENDMENTS.** Adoption of amendments to these Bylaws requires a two-thirds (2/3) vote of the Trustees at a Board meeting at which a quorum is present.

**ARTICLE XI**

**ADOPTION**

These Bylaws of Hoosier Crescent Foundation Corp., are hereby adopted on this 4 day of August, 2017.

ATTESTED

By: \_\_\_\_\_

Founding Board of Trustees  
Hoosier Crescent Foundation

By: \_\_\_\_\_

Founding Board of Trustees  
Hoosier Crescent Foundation

By: \_\_\_\_\_

Founding Board of Trustees  
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