

BY-LAWS
OF
THREE RIVERS EDUCATIONAL TRUST FUND, INCORPORATED
An Indiana Nonprofit Corporation –501(c)(3)

AMENDED JULY 2007

ARTICLE I. PURPOSES

Section 1.01 Purpose . The Purposes for the Three Rivers Educational Trust Fund are solely non-profit purposes as stated in its Articles of Incorporation. There are no other purposes for its existence.

ARTICLE II. OFFICES

Principal Office

Section 2.01. The principal office of the Corporation for its transaction of business is located at 3409 Conestoga Drive, Suite A, Fort Wayne, Indiana 46808.

Change of Address

Section 2.02. The Board of Directors is granted full power and authority to change the principal office of the Corporation from one location to another in this county. Any such change shall be noted by the secretary in these By-Laws, but shall not be considered an amendment of these By-Laws.

ARTICLE III. MEMBERSHIP

Availability

Section 3.01. Individual membership in the Three Rivers Educational Trust Fund, Incorporated is open to all persons who pledge to support the purposes and policies of Three Rivers Educational Trust Fund, Inc., subject only to compliance with the provisions of its Articles of Incorporation and these By-Laws. An individual membership in Three Rivers Educational Trust Fund, Inc. may be obtained by any person who pays a membership fee in an amount set by the Board of Directors. Any individual who donates to Three Rivers Right to Life Educational Trust Fund shall automatically be eligible to be a member of ACRL, Inc. if they so choose. To qualify for membership, prospective members must also sign a conditional proxy to the Board of Directors that will be valid for 12 months from its execution or until the next annual meeting (whichever is soonest). The proxy will be declared terminated if 1) the member is present at the annual meeting or 2) the member has executed a new proxy and delivered it to the Secretary (or other officer) of the TRETf before the date set for the annual meeting. The conditional proxy will assume that the Board of Directors majority actions and nominated slate of candidates are

voted for in the affirmative at the annual meeting. In all other respects this proxy will be effective in accordance with the laws of Indiana. In the absence of a signed proxy, the members vote will be cast in compliance with the majority vote of the Allen County Right to Life Committee, Inc., Board of Directors.

Duration

Section 3.02. Membership shall be offered and granted in each of the classes provided by the Articles of Incorporation of this corporation for all or any part of an annual period beginning on the first day of each July hereafter and terminating on the 30th day of June hereafter.

Good Standing

Section 3.03 Only members in good standing of the corporation shall be eligible to participate in its business meetings, vote on issues presented, or to serve in any elective or appointed positions.

Membership Card

Section 3.04 Each member shall be issued a membership card from the corporation, in such form as shall be approved from time to time, by the Board of Directors.

Affiliate Membership

Section 3.05 Individual members of ACRL, Inc., as an affiliate of the Three Rivers Educational Trust Fund, Inc., are eligible to automatically become a member of Three Rivers Educational Trust Fund, Inc. at no additional fee if the ACRL, Inc. member so desires.

Withdrawal

Section 3.06 Any member may withdraw from Three Rivers Educational Trust Fund, Inc. membership by presenting his/her resignation in writing to the corporation, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective. If an ACRL member withdraws, any reciprocal membership in Three Rivers Educational Trust Fund, Inc. will be terminated.

Annual Membership Meeting

Section 3.07 The annual meeting of the members of the corporation entitled to vote shall be held on the third Monday of July of each year at 7:00 P.M. E.S.T. or at such a date, time and place in Allen, County, Indiana, as may be selected by the Board of Directors. At the annual meeting,

officers and directors nominated, shall be elected to take office on the first day of the following September. The officers of the corporation shall present their annual reports for the corporation. All such other business as may be properly brought before the meeting shall be transacted. The Secretary of the corporation shall cause notice of the annual meeting to be given to each member in good standing of record of the corporation by depositing in the United States Mail, postage prepaid, in an envelope addressed to the address of each such member as the same appears upon the records of the corporation, a written or printed notice stating the place, day, and hour of the holding of such meeting, such notice to be mailed at least ten (10) days before the date of such meeting. If, for any reason, the annual meeting is not held on the day designated, such meeting may be called and held as a special meeting.

Special Membership Meetings

Section 3.08 Special meeting of the members entitled to vote may be held at such place in Allen County, Indiana, as is designated in the notice of the meeting, when called in writing by the President or Secretary of the corporation, and shall be called by the Secretary of the corporation when served with a written petition signed by not less than one-tenth (1/10) of the active members in good standing. The Secretary of the corporation shall cause notice of the holding of any such special meeting to be given to each member of record of the corporation entitled to vote at the meeting either personally delivering, or by depositing in the United States Mail, postage prepaid, in an envelope addressed to the address of such member, as the same appears upon the books of the corporation, a written or printed notice stating the place, day, time, and purpose or purposes for which such meeting is called, such notice to be so delivered or so mailed at least five (5) days before the date of such meeting.

Waiver of Notice

Section 3.09 Notice of any members' meeting may be waived in writing by any member if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place thereof. Attendance at any meeting shall constitute a waiver of notice of such meeting and whenever all of such members entitled to vote shall meet, such meeting shall be valid for all purposes and at such meeting any corporate action may be taken.

Quorum

Section 3.10 At any meeting of the members, ten percent (10%) of the active members of the corporation who are present in person or represented by proxy, shall constitute a quorum for the transaction of business. If the members necessary to constitute a quorum shall fail to attend in person or by proxy (reference conditional proxy in Section 3.01) at the time and place fixed by these By-Laws and the notice of such meeting, a majority of the active members entitled to vote present in person or by proxy may adjourn the meeting from time to time, without notice other than

announcement at the meeting, until members required to constitute a quorum shall attend.

Voting

Section 3.11 At each meeting of the members, every active member shall have one (1) vote on all questions brought before the membership. Such members may either vote in person or by proxy appointed in writing and subscribed by such member or such duly authorized attorney in fact and delivered to the Secretary (or other officer) of the corporation at the time of the holding of such meeting and valid for only that meeting. The vote of the majority of the active members present at a meeting at which a quorum is present shall be the decision of the members of this corporation unless the vote of a greater number is required by law, the Articles of Incorporation of this corporation or these By-Laws.

Voting List

Section 3.12 The Secretary of the corporation shall at all times keep, at the principal office of the corporation, a complete and accurate list of the members entitled to vote, which list shall be subject to inspection by any member for any proper purpose at any reasonable time.

Inspection

Section 3.13 All books and records of the corporation shall be maintained in the custody of the officer responsible for the maintenance thereof, but shall be open for inspection by any member at any reasonable time. The records shall be property of the corporation and shall be delivered into the custody of the successor of such officer.

ARTICLE IV. DIRECTORS

Number

Section 4.01. The Corporation shall have at least three (3) Directors. Collectively, the directors shall be known as the Board of Directors. The Board of Directors shall consist of not more than fifteen (15) or less than three (3) Directors.

Qualifications

Section 4.02. The Directors of the Corporation shall be residents of the State of Indiana or residents of other states who shall be approved in accordance to these By-laws. Directors must be members in good standing.

Section 4.03. The remuneration of all officers, agents and employees of the Corporation shall be set and reviewed by the Board annually.

Term of Office

Section 4.04. Each Director shall hold office for the term of three (3) years beginning on the 1st day of September following his or her election and/or until a successor Director has been elected and qualified.

Nomination

Section 4.05. Any person qualified to be a Director under Section 3.02 of these By-Laws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Election

Section 4.06. The President, Vice-President, Secretary, Treasurer and last past President of the corporation shall, automatically, be members of the Board. The remaining members of the Board shall be elected at the annual meeting of the members as prescribed by Section 3.07 or at a special meeting (Section 3.08) called for that purpose. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors shall be eligible for re-election without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 4.02 of these By-Laws.

Compensation

Section 4.07. The Directors shall serve without compensation, except that they shall be allowed expenses incurred in taking action on behalf of the Board.

Meetings of the Board

Call of Meetings

Section 4.08. (a) Meetings of the Board may be called by the President or Vice-President, Secretary, Treasurer or any two (2) Directors.

Place of Meetings

(b) All meetings of the Board shall be held at the principal office of the Corporation as specified in Section 2.01 of these By-Laws or as changed from time to time as provided in Section 2.02 of these By-Laws. Meetings may also be held by teleconference or web meeting (“virtual meetings) as necessary and convenient for the Board of Directors.

Date and Time of Meetings

(c) Regular meetings of the Board of Directors shall be held, without notice, the second Monday of every month, with the place and time to be determined by the Board of Directors, with the annual meeting in the July of each year. If any day fixed for the regular meetings of the Board of Directors falls on a legal holiday, the meeting scheduled for that day shall be held at the same hour on the next succeeding day which is not a legal holiday or a day agreed to by the Board.

Special Meetings

(d) Special meetings of the Board may be called by the President, Vice-President, Secretary, Treasurer or any two (2) Directors. Special meetings shall be held on four (4) days notice by first-class mail, postage prepaid, or on forty-eight (48) hours notice delivered personally by telephone or e-mail. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Quorum

(e) Attendance by over 50% of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of any business, except the filling of vacancies, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of the a greater number is expressly required by law. If there are less than eleven (11) members of the Board of Directors, at least six (6) must be present to constitute a quorum.

Transactions of Board

(f) Except as otherwise provided in the Articles, in these By-Laws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held

at which a quorum is present shall be the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles, or these By-Laws.

Conduct of Meetings

(g) The President or, in his or her absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting. This would include electronic communication where all members can identify other members and their concerns, comments and motions on an electronic bulletin board.

Adjournment

(h) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given, immediately, to the Directors who were not present at the time of the adjournment.

Voting

Section 4.09. At each meeting of the Board, every Director shall have one (1) vote on all motions brought before the Board. Such Directors may either vote in person or by proxy appointed in writing and subscribed by such member or such duly authorized attorney in fact and delivered to the Secretary of the corporation prior to the time of the holding of such Board meeting and valid for only that meeting. No one Director may hold and vote more than two (2) proxies at any time. The vote of the majority of the active Board members present at a meeting at which a quorum is present shall be the decision of the Board and members of this corporation unless the vote of a greater number is required by law, the Articles of Incorporation of this corporation or these By-Laws.

Action Without Meeting

Section 4.10. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors individually or collectively consent

in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Removal of Directors

Removal for Cause

Section 4.11. (a) The Board of Directors may declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of court; or
- (2) The Director has been disqualified within the meaning of the Indiana Code Annotated due to unresolved conflict of interest, action which might jeopardize the organization's nonprofit status or such other breach of duty to the corporation; or
- (2) The Director has been convicted of a felony.

Removal Without Cause

(b) Any Director may be removed without cause if such removal is approved by the Board of Directors within the meaning of the Indiana Code Annotated.

Resignation of Director

Section 4.12. Any Director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director shall not resign where the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

Vacancies in the Board

Causes

Section 4.13. (a) Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

Filling Vacancies

(b) Except as otherwise provided in the Articles or these By-Laws and except for a vacancy created by the removal of a Director pursuant to Section 4.11 of these By-Laws, vacancies on the Board of Directors may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. That filled vacancy will be valid for the remainder of the unexpired term of the office in which the vacancy occurs.

ARTICLE V. OFFICERS

Number and Titles

Section 5.01. The officers of the Corporation shall be a President, a Vice-President, Secretary, a Treasurer, and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. The President is the general manager and chief executive officer of the Corporation.

Election at Annual Meeting/Election Cycle

Section 5.02. The officers of the Corporation shall be chosen by and shall serve at the pleasure of members of the Corporation at their annual meeting as described in Section 3.07. The Board of Directors shall have the power to appoint, from time to time, such other officers and agents as it may deem necessary for the proper conduct of the business of the corporation. Those appointed officers and agents shall hold their offices for such terms and exercise such powers and perform such duties as may be authorized by the Board.

Section 5.03 In Even years, the President, Vice President, Secretary, and Treasurer along with the positions of those Directors whose terms are expiring are elected; in Odd years, the positions of those Directors whose terms are expiring are elected.

Duties of Officers

Section 5.04 (a) The duties of the officers shall be as set forth below.

President

(a) The President shall be the general manager and chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have supervision, direction,

and control of the business and affairs of the Corporation. Such officer shall preside at all meetings of the Board of Directors and the annual meeting of the members. Such officer shall perform all duties incident to the office of President and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or these By-Laws, or which may be prescribed from time to time by the Board of Directors

Vice-President

(b) In the absence of the President, or in the event of his inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these By-Laws, or as may be prescribed by the Board of Directors.

Secretary

(c) The Secretary shall keep or cause to be kept at the principal office of the Corporation, or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors and meetings of the members. The Secretary shall keep the seal of the Corporation and affix it to such papers as may be required in the regular course of business, shall make services of such notices as may be necessary or proper, shall supervise the keeping of the records of the Corporation, and shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.

Treasurer

(d) The Treasurer of the Corporation shall keep and maintain in written form or in any other form capable of being converted into written form, adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of account shall at all times be open to inspection by any Director of the Corporation. The Treasurer shall deposit all monies and other valuables in the name of and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation and ordered by the Board of Directors, and shall render to the Chairman and the Directors, on request, an account of all such officer's transaction as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these By-Laws.

Resignation and Removal of Officers

Section 5.05. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of all of the Directors.

ARTICLE VI. COMMITTEES

Section 6.01 There shall be such standing committees as are required for the proper functioning of the Corporation and the accomplishment of its purposes.

Section 6.02 The President shall be an ex officio member of all committees with the exception of the Nominating Committee.

Section 6.03 The Executive Committee of this Corporation shall consist of all officers, all Directors and the chairmen of the Standing Committees. The Executive Committee shall meet at the call of the President or a majority of its members.

Section 6.04 Advisory Committee. The Advisory Committee of this Corporation shall be established for the purposes of engaging a broad base of knowledge and expertise on a variety of issues of benefit and is consistent with the mission and operations of the Corporation. Advisory Committee members are non-voting members of the Executive organization of the Corporation who may be routinely called upon to provide advice to the Corporation as required. The Advisory Committee is to consist of no more than thirty (30) persons. Advisory Committee members are nominated and voted upon by the Board of Directors of the Corporation in accordance with the provisions of Article IV of the bylaws. Once voted to serve on the Advisory Committee, members are subject to the applicable provisions of the bylaws regarding qualifications, term of office, nomination, election, compensation, meeting notices, removal, resignation, and vacancies. A bi-annual meeting of all Advisory Board members is anticipated and will be scheduled to accommodate the schedule of all Advisory Committee members.

ARTICLE VII. CONFLICT OF INTEREST POLICY

Purpose

Section 7.01 The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible

excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

Section 7.02 . Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 7.03. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 6.06, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures

Section 7.04 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section 7.05 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 7.06 Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 7.07 Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 7.08 Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 7.09 Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 7.10 Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually (in conjunction with the Annual Membership meeting as proscribed in Section 3.07) sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7.11. Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result

in increment, impermissible private benefit or in an excess benefit transaction.

Section 7.12 Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7.11, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VIII. AMENDMENT OF BY-LAWS

Section 8.01. These By-Laws may be amended or repealed and new By-Laws adopted by the vote of a three-fourths (3/4) of the members at the Annual meeting or their proxies, as proscribed in Sections 3.01 and 3.10.

ARTICLE IX. ANNUAL ACCOUNTING PERIOD

Section 9.01. The annual accounting period for this Corporation shall begin on the first day of July, and shall end of the last day of June.

ARTICLE X. EXECUTION OF INSTRUMENTS

Authorized Signatures

Section 10.01. All checks, drafts, notes, bonds, acceptances, deeds, property leases, contracts, and all other instruments shall be signed by such person or persons as shall be provided by general or special resolution of the Board of Directors and, in the absence of any such general or special resolution applicable to any such instrument, then such instrument shall be signed by any officer of the Board of Directors.

Section 10.02 The Board of Directors shall employ, at their discretion, those person(s) that are necessary for the accomplishing of the purposes of the Corporation. They shall grant them authority to do all necessary things and sign documents for the accomplishment of the purposes of the Corporation. The position of Executive Director, one such agent, shall be given authority to do all necessary things to carry forth the day to day purposes of the organization and represent the Corporation throughout the State of Indiana. The position shall receive reasonable compensation as agreed to annually by the Board of Directors.

**ARTICLE XI. NONPROFIT PUBLIC BENEFIT CORPORATION: THREE RIVERS
EDUCATIONAL TRUST FUND**

Section 11.01. Three Rivers Educational Trust Fund is a nonprofit public benefit corporation. The property of the Corporation is irrevocably dedicated to nonprofit purposes. No part of the net earnings of the Corporation shall inure to the benefit of its directors, officers, private shareholders or to any other individual except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the nonprofit charitable purposes of the Corporation.

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

Upon the winding up and dissolution of the corporation, the Board of Directors shall, after paying or adequately providing for all debts, obligations and liabilities of the Corporation, distribute the remaining assets of the Corporation exclusively for the nonprofit purposes of the Corporation in such manner as the Board of Directors shall in its sole discretion determine, or shall distribute the remaining assets of the Corporation to such organization or organizations which are operated exclusively for the nonprofit charitable, religious or educational purposes of the Corporation and which are tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), as the Board of Directors in its sole discretion shall determine.

In furtherance of its nonprofit charitable tax-exempt purposes, the Corporation shall have the following powers and authority:

(a) To do all acts, perform all functions and carry on all activities permitted by the nonprofit corporation laws of the State of Indiana, or of any other state in which the corporation is qualified to act.

(b) To have and exercise all powers and rights enjoyed by corporations generally in the state of Indiana, and in any state in which the Corporation is qualified to act, as long as the exercise of such powers is not specifically prohibited for nonprofit corporations.

(c) To use all media, whether now known or hereafter discovered, including but not limited to print, television and radio.

(d) To exercise such incidental powers as may reasonably be necessary to carry out the purposes for which the Corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a nonprofit corporation as set forth in Section 501(c)(3) of the Code.

(e) Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the nonprofit purposes of the Corporation, and the corporation shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or under the corresponding section of any future United States revenue law; or (ii) by a corporation, contributions to which are deductible under 170(b)(1)(a)(I) and 170(c)(2) of the Code, or the corresponding section of any future United States revenue law.

ARTICLE XII. INDEMNIFICATION

Section 12.1 Right to Indemnification. The corporation shall indemnify any person who is or was a director, officer, employee or agent of the corporation made a party to a proceeding and may at the discretion of the Board of Directors obligate itself to advance or reimburse expenses incurred in a proceeding, to the fullest extent permitted by law, provided that no director, officer, employee or agent shall be indemnified from or on account of:

(a) Acts or omissions of the director, officer, employee or agent finally adjusted to be intentional misconduct or a knowing violation of law;

(b) Conduct of the director, officer, employee or agent finally adjudged to be in violation of Indiana law;

(c) Any transaction with respect to which it was finally adjusted that such director, officer, employee or agent personally received a benefit in money, property or services to which the director, officer, employee or agent was not legally entitled.

Section 12.2. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

Section 12.3. Service for Other Entities. The indemnification and advancement of expenses provided under this Article shall apply to directors, officers, employees or agents of the corporation for both (a) service in such capacities for the corporation, and (b) service at the corporation's request as director, officer, partner, trustee, employee or agent of another foreign or domestic plan, or other enterprise. A person is considered to be serving an employee benefit plan at the corporation's request if such person's duty to the corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan.

Section 12.4. Insurance, Contracts and Funding. The corporation may maintain insurance at its expense, to protect itself and any individual who was or is a director, officer, employee or agent of the corporation or who while a director, officer, employee or agent of the corporation, is or was

serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss asserted against or incurred by the individual serving in that capacity, whether or not the corporation would have the power to indemnify such person against such expenses, liability or loss under the Indiana Business Corporation Act, as applied to nonprofit corporations. The corporation may, without further membership action, enter into contracts with any director, officer, employee or agent of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 12.5 Implementation. The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve and amend from time to time such bylaws, resolutions, contracts, or other indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions.

Section 12.6. Nonassessability. The private property of the Directors and Officers of the Corporation shall be nonassessable and shall not be subject to the payment of any corporate debts, nor shall the Directors or Officers of the Corporation become individually liable or responsible for any debts or liabilities of the Corporation.

Section 12.7. Survival of Indemnification Rights. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

Section 12.8. Definitions. “Director” shall include but not be limited to an individual who is or was a director of a corporation or an individual who, while a director of a corporation, is or was serving at the corporation’s request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. A director is considered to be serving an employee benefit plan at the corporation’s request if the director’s duties to the corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. “Director” includes, unless the context requires otherwise, the estate or personal representative of a director.

ARTICLE XIII. ADOPTION.

The undersigned signers of the Bylaws of Three Rivers Educational Trust Fund, Inc., are adopted by at least a three fourths (3/4) vote of the Membership at its annual membership meeting held on _____ located at _____ and effective as of the date adopted.

DATED and verified this _____ day of July 2007

, President

, Director