



BY-LAWS

OF

BUSINESS ETHICS INDIANA

As approved on that 11th day of September 2019

**BY-LAWS
OF
BUSINESS ETHICS INDIANA**

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Article One
Name and Affiliation

- 1.1 Name. The name of the organization shall be Business Ethics Indiana, also known as BEI.
- 1.2 Association. BEI is not associated with any corporation or organization and is an independent peer professional organization.
- 1.3 Affiliation. BEI shall be considered an independent organization.
- (a) BEI is not affiliated to any of the corporations/organizations which employ its members.
 - (b) The Officers of BEI may enter into affiliation agreements with corporations, universities, or other similar organizations.

Article Two
Purposes & Structure

- 2.1 Mission. The mission of BEI is to promote ethical business practices and provide professional development that strengthens Indiana as a business ethics center of excellence.
- 2.2 Purpose. BEI areas of focus are:
- (1) the education of its members in the area of business ethics and compliance;
 - (2) the promotion of best practices in ethics and compliance among its members and the entire Indiana business community;
 - (3) professional development and networking;
 - (4) partnerships with academic institutions to promote the field of business ethics and compliance; and
 - (5) to create programs and experiences such as the Business Ethics Summit.
- 2.3 Structure. BEI shall be self-governing, non-commercial, non-sectarian, non-profit and non-partisan. BEI will consist of individual members from qualifying corporations/organizations.

Article Three
Membership

- 3.1 Membership. Membership in BEI is open to ethics and compliance professionals in both not-for-profit and for-profit entities from the public and private sector.
- (a) BEI does not anticipate refusal of any membership application or renewal, but does, however, reserve the right to refuse or suspend membership privileges. Such a decision will be based on a majority vote of BEI's Membership Committee.

(b) Individuals will be notified at least thirty (30) days before BEI's Membership Committee votes on the refusal or suspension of their membership in the organization. The thirty (30) day notification will allow the individual the opportunity to submit favorable evidence for the Membership Committee's consideration. Such information will be submitted to the Chairperson of the Membership Committee.

3.2 Qualifications. To qualify for membership an individual should be employed by a corporation/organization with a presence in Indiana. Within the corporation/organization the individual should be a:

- (1) Compliance Officer/Compliance Professional;
- (2) Privacy Officer;
- (3) Investigator; or
- (4) Internal Auditor.

An individual may still be member if they are an ethics and compliance professional who is retired or unemployed, but still active in ethics and compliance field. An individual may also be a member if they are employed in an affiliated or related department such as legal (General Counsel), human resources or Internal Audit. Finally, membership is also open to faculty and administrative personnel of educational institutions. Individuals employed by law firms, accounting firms or consulting groups, or students, may only be affiliate members.

3.3 Application. Each BEI member or potential member will submit an application for membership and will update their application as necessary to maintain its accuracy.

3.4 Selection. Individuals interested in joining BEI will submit their application for membership to the Chair of the Membership Committee. The Membership Committee shall review all membership applications to determine which applicants appear to be eligible for membership. The Membership Committee will then vote to admit an individual applicant. If there is a dispute regarding membership selection it will be resolved by the Officers of BEI. A roster of members shall be prepared annually and shared with the members of BEI.

3.5 Dues. There are no annual membership dues to be paid by members of BEI.

3.6 Membership Benefits. Benefits of obtaining membership in BEI include exclusive access to member-only events and programming.

3.7 Termination of Membership. A finding of unprofessional or unethical conduct, flagrant violations of these By-Laws, or felony convictions shall constitute grounds for termination of membership. Disciplinary action will be initiated by the Officers of BEI. The accused Member and general Membership will be given notice of the charges, any available evidence and notice of a meeting to vote on termination of Membership. A Member's membership will be terminated by a fifty percent (50%) vote of the votes entitled to be cast. The votes entitled to

be cast will be based on the number total number of members as of the date of the vote. Members may vote in person or by proxy.

Article Four **Affiliate Membership**

4.1 Affiliate Membership. Affiliate membership in BEI is open to ethics and compliance professionals employed by law firms, accounting firms or consulting groups and students enrolled in a college or university located in Indiana.

- (a) BEI does not anticipate refusal of any affiliate membership application or renewal, but does, however, reserve the right to refuse or suspend affiliate membership privileges. Such a decision will be based on a majority vote of BEI's Membership Committee.
- (b) Individuals will be notified at least thirty (30) days before BEI's Membership Committee votes on the refusal or suspension of their affiliate membership in the organization. The thirty (30) day notification will allow the individual the opportunity to submit favorable evidence for the Membership Committee's consideration. Such information will be submitted to the Chairperson of the Membership Committee.

4.2 Application. Each individual seeking to become a BEI affiliate member will submit an application for affiliate membership and will update their application as necessary to maintain its accuracy.

4.3 Selection. Individuals interested in joining BEI as an affiliate member will submit their application for affiliate membership to the Chair of the Membership Committee. The Membership Committee shall review all membership applications to determine which applicants appear to be eligible for membership. The Membership Committee will then vote to admit an individual applicant. If there is a dispute regarding membership selection it will be resolved by the Officers of BEI. A roster of affiliate members shall be prepared annually and shared with the members of BEI.

4.4 Dues. There are no annual membership dues to be paid by affiliate members of BEI.

4.5 Membership Benefits. Benefits of obtaining affiliate membership in BEI include exclusive access to member-only events and programming.

4.6 Affiliate Membership Restrictions. Affiliate members are restricted and/or prohibited from taking certain actions as affiliate members.

- (a) Affiliate members are not eligible to vote in elections or hold officer or board of director positions.

- (b) Affiliate members do not count towards a quorum for voting or other items requiring a quorum.
- (c) Affiliate members are not allowed to vote in termination of membership actions.
- (d) Affiliate members should not solicit business during BEI events or activities. Further, affiliate members should not use BEI events or activities for business development.

4.7 Permissible Activities. Affiliate members may engage in certain actions as affiliate members. This list is a sample of permissible activities, but is not all inclusive and only meant to provide an example of what activities would be permissible.

- (a) Presenting as a speaker on a topic of interest as requested by the BEI Programming Committee.
- (b) Providing information/research on a topic of interest as requested by the BEI Programming Committee.
- (c) Arranging for speakers and/or presentations as requested by the BEI Programming Committee.
- (d) Researching questions asked by members or providing regulatory updates/interpretations requested by members.
- (e) Providing services or responding to requests for proposals if the request is initiated by the full member.

4.8 Termination of Membership. A finding of unprofessional or unethical conduct, flagrant violations of these By-Laws, or felony convictions shall constitute grounds for termination of affiliate membership. Disciplinary action will be initiated by the Officers of BEI. The accused Affiliate member and general Membership will be given notice of the charges, any available evidence and notice of a meeting to vote on termination of Affiliate Membership. An Affiliate member's membership will be terminated by a fifty percent (50%) vote of the votes entitled to be cast. The votes entitled to be cast will be based on the number total number of members as of the date of the vote. Members may vote in person or by proxy.

Article Five **Meetings**

5.1 Chatham House Rule. BEI members shall apply Chatham House Rule to meetings and any materials shared at BEI events, unless otherwise specifically allowed by the individual holding the rights to the materials being shared.

5.2 Meeting Frequency.

(a) Meetings will be held quarterly. Meeting will alternate between in-person and remote communication technology meetings.

(b) Annually a “Business Ethics Summit” will be held.

5.3 Meeting Types.

(a) A meeting may be “in person” at a location selected by the Membership of BEI. The location may either be a Member’s employer’s office or a non-affiliated location.

(b) A meeting may be held by remote communications technology which includes but is not limited to telephone conference calls, videoconferencing or web based technology e.g. Skype.

5.4 Conduct. The affairs of BEI shall at all times be conducted in a manner consistent with the By-Laws of BEI.

5.5 Special Meetings of Members. The President may call special meetings (e.g. termination of membership) of the Members upon providing thirty days written notice, which may be done by electronic transmission.

5.6 Notice of Meetings. Notice of the time and place of Member meetings shall be delivered in writing, which may include by electronic transmission, to each Member or other party entitled to notice, or in such other manner as the Officers of BEI may approve, to each Member at such address as it is show on the member’s application or renewal.

5.7 Quorum and Voting. Members holding fifty percent (50%) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The vote of the majority of votes entitled to be cast by the Members present, or represented by proxy at a meeting at which a quorum is present, shall be an act of the Members.

5.8 Proxies. Members may vote by proxy executed in writing by the Member. A proxy shall be valid only for the express purpose(s) for which it is executed, and no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. A proxy must be received by the Secretary of BEI in advance of the meeting and action of election (s) for which the proxy is executed. An electronic or similar transmission by the Member to the Secretary of BEI, or a photographic, photostatic, facsimile, or similar reproduction of a writing executed by the Member, shall be treated as an execution in writing for purposes of this Section. A proxy may be revoked at any time by the Member upon written notice of revocation to the Secretary or the Member’s presence at a meeting in which a vote is held, whether by actual presence or presence by remote communications technology as permitted by these By-Laws.

5.9 Waiver or Notice. Notice of a meeting shall be deemed given to any Member who attends the meeting without protesting before or at its commencement the lack of notice to that Member.

5.10 Procedures. The Officers of BEI shall establish any rules or procedures for meetings of the Members.

ARTICLE VI

Officers

6.1 Qualifications. Any member who has been in good standing for six (6) months as a BEI member is eligible to serve as an Officer or serve on a Committee.

6.2 Powers. The Officers shall be the governing body of the organization and shall, manage, control, and direct the affairs of BEI with the assistance of Committee Members.

6.3 Officers. The Officers of BEI shall consist of a President, one or more Vice Presidents, and such other officers as may be elected in accordance with the provisions of this Article. A member may either nominate themselves, or be nominated by another member. Officers shall be elected for a term of two (2) years by a majority vote of Members present at the meeting in which elections are held, with the term of office to begin the following January. The Officers shall perform the customary duties of each office.

- (a) Term. Each Officer of BEI shall serve for his or her term of office and until his or her Successor shall have been duly elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal from office. An Officer may serve for more than one (1) term. If an Officer of BEI has served two (2) consecutive terms, he or she shall be eligible to serve a third term upon the expiration of one (1) year after the date of completion of his or her second term. In no event shall a person serve as an Officer of BEI for a cumulative period of time in excess of six (6) years.
- (b) Regular Election. Each successor to an Officer whose term has expired shall be elected at the meeting in which elections are held, except for the President who shall be replaced by the Executive Vice President. Any officer whose term of office has expired may be elected to succeed himself or herself subject to the limits set forth in Section 6.3(a) above.
- (c) Executive Vice President. The Executive Vice President of BEI will succeed the President at the end of the President's term. At the next election a new Executive Vice President will be elected. In the President's absence the Executive Vice President shall assume the duties of the President until they are able to resume their duties

- (d) Vacancies; Special Elections. Vacancies in office for whatever cause shall be filled by special election for the unexpired term, except that the office of President under these circumstances shall be taken by the Executive Vice President. A new Vice President shall then be elected. Special elections may be called by the President or any three (3) members of the Board of Directors, at any time, to fill vacancies or to increase the number of Officers after amendment of these By-Laws. In the event that the number of Officers is increased by amendment to these By-Laws, any office to be filled by reason of said increase shall be filled by the Board of Directors at a special election called for that purpose pending confirmation or replacement at the next annual meeting of the Members.
- (e) Place of Election. A quorum of members holding fifty percent (50%) of the votes entitled may designate any place as the place of meeting for any regular election or for any special election. If no designation is made, the place of meeting shall be at the location of the regularly scheduled meeting being held that day.
- (f) Resignation and Removal. Each Officer shall have the right to resign at any time upon written notice to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. An officer may be removed pursuant to Section 3.7.

6.4 Board of Directors. The Board of Directors shall consist of three (3) members. Upon application as a 501(c)(3), 501(c)(6) or other legal entity, a Board of Directors shall be voted upon and established by a majority vote of Members present at the meeting in which elections are held. Until that time, general powers shall be exercised by Officers.

- (a) Term. To the extent possible, the number of initial members elected Directors to the Board will be divided into three classes, with the Board divided as follows: one-third elected for a term of one (1) year, one-third elected for a term of two (2) years and one-third elected for a term of three (3) years. Thereafter, as the term of office of each Director expires, a successor shall be elected for a full term of two (2) years. Each member of the Board of Directors shall serve for the term for which he or she is elected and until a successor has been elected or until the individual's earlier death, resignation or removal.
- (b) Regular Election. Each successor to a Director whose term has expired shall be elected at the meeting in which elections are held. Any director whose term has expired may be elected to succeed himself or herself subject to the limits set forth in Section 6.4(a) above.
- (c) General Powers. The business and affairs of BEI shall be managed by its Board of Directors in conjunction with its Officers. The Board may exercise all powers granted to the Organization and do all lawful acts required by the affairs of BEI so long as the

exercise of such powers and the doing of such acts are consistent with BEI's prescribed purposes. The Board shall have the power and authority to establish committees, task forces and advisory boards. Any powers not specifically reserved to the Board of Directors may be delegated to the Officers of BEI.

- (d) Meetings. The Board of Directors may meet outside of regularly scheduled meetings as necessary to complete their duties.
- (e) Resignation and Removal. Each Director shall have the right to resign at any time upon written notice to President or Secretary of BEI. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall be necessary to make it effective. A Director may be removed any time upon the affirmative vote of all other Directors.
- (f) Vacancies. A vacancy in the Board of Directors left by the a Director who was also an Officer of BEI will be filled pursuant to the provisions set forth in Section 6.3(d). Any other vacancy occurring in the Board of Directors shall be filled by an affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

6.5 Compensation. No Officer, Board of Director, or Committee Chair shall receive compensation for any service he or she may render to BEI.

Article VII **Committees**

7.1 Standing Committees. There shall be three standing committees: the Membership Committee, the Program Committee and the Governance Committee, each to consist of three (3) Members. Committee members shall be appointed by the Vice President overseeing the committee to serve on a committee. To the extent possible, the initial members of each standing committee will be divided into three classes, with the initial membership of each standing committee divided as follows: one selected for a term of one (1) year, one selected for a term of two (2) years and one selected for a term of three (3) years. Thereafter, as the term of office of each standing committee member expires, a successor shall be selected for a full term of two (2) years. Each committee member shall serve for the term for which he or she was selected and until a successor has been selected or until the individual's earlier death, resignation or removal. The Vice President overseeing the committee shall act as its chairperson, in the absence of the Vice President the committee member with the most seniority will act as chair (for the initial term the member selected for three (3) years will serve as chairperson).

7.2 Ad Hoc Committees. The Board of Directors may when deemed necessary appoint an ad hoc committee to examine and recommend changes to the By-Laws, as well as any other ad hoc committees deemed necessary to aid in the business of BEI.

Article VIII

Contracts, Checks, Deposits and Funds

8.1 Contracts. The Board of Directors may authorize any Officer or Officers, or agent or agents, of the Organization, in addition to the Officers authorized by these By-Laws, to enter into any contract or execute and deliver any instrument (including affiliation agreements) in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

8.2 Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Organization shall be signed by such Officer or Officers, or agent or agents, of the Organization and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President and countersigned by the Vice-President of Finance or Vice-President of Administration of the Organization.

8.3 Deposits. All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select.

8.4 Contracts Involving Directors and Officers. Members of the Board of Directors and Officers of the Organization shall be permitted to maintain a direct or indirect interest in any contract relating to or incidental to the operations of the Organization, and may freely make contracts, enter into transactions, or otherwise act for and behalf of the Organization, notwithstanding that at such time they may also be acting as individuals, or trustees of trusts, or beneficiaries of trusts, members or associates, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, directors, or otherwise; provided, however, that any contract, transaction, or action taken on behalf of the Organization involving a matter in which a Director or Officer is personally interests as a shareholder, director, or otherwise shall be negotiated at arm's length and approved by a majority of disinterested Directors, and not violative of any Articles of Incorporation which prohibit the Organization's use or application of its funds for private benefit; and provided that no contract, transactions, or act shall be taken on behalf of the Organization if such contract, transaction, or act would result in denial of the Organization's exemption from federal income taxation under the Code and its regulations, as they now exist or as they may hereafter be amended. In no event, however, shall any person or entity dealing with the Board of Directors or Officers of the Organization obligated to inquire into the authority of the Board and Officers to enter into and consummate any contract, transaction or take other action.

8.5 Investments. The Organization shall have the right to retain all or any part of any property, real, personal, tangible or intangible, acquired by it in whatever manner, and pursuant to the direction and judgment of the Board of Directors, to invest and reinvest any funds held by it without being restricted to the class of investments available to directors by law or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Organization if such action would result in denial of the Organization's exemption from federal income taxation under the Code and its regulations, as they now exist or as they may hereafter be amended.

8.6 Exempt Activities. Notwithstanding any other provision of these By-Laws, no Director, Officer, agent, or representative of the Organization shall take any action or carry on any activity by or on behalf of the Organization which is not permitted to be taken or carried on by an organization exempt from federal income taxation under section 501(c)(6) of the Code, and its regulations, as they not exist or as they may hereafter be amended.

Article IX

Indemnification of Directors, Officers and Other Agents

9.1 Right to Indemnification. The Organization shall indemnify Directors, Officer, and agents of the Organization (including Members who are acting on behalf of the Organization) to the fullest extent permitted by the Indiana Business Flexibility Act, subject to restrictions, if any, set forth in the Articles of Incorporation. The Organization shall have the power to purchase and maintain at its cost and expense insurance on behalf of any such persons to the fullest extent permitted by the Indiana Business Flexibility Act.

9.2 Non-exclusivity of Rights. This right to indemnification and the advancement and payment of expenses conferred in this Article shall not be exclusive of any other right which a director or other individual person indemnified pursuant to Section 9.1 may have or hereafter acquire under any law (common or statutory), provision of the Articles of Incorporation, these By-Laws, agreement, vote of disinterested Directors or otherwise.

9.3 Insurance. Without limiting the scope of Section 9.1, the Organization may purchase and maintain insurance, at its expense, to protect itself and any person who is or was serving as a Director, Officer, or agent of the Organization (including any Member who is acting on behalf of the Organization), or is or was serving at the request of the Organization as a Director, Officer, partner, venture, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic company, corporation, partnership, joint venture, sole proprietorship, trust, or other enterprise against any expense, liability or loss, whether or not the Organization would have the power to indemnify such individual person against such expense, liability or loss under this Article.

9.4 Savings Clause. If this Article IX or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Organization shall nevertheless indemnify and hold harmless each director or any other individual person indemnified pursuant to this Article

IX as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, to the fullest extent permitted by any applicable portion of this Article IX that shall not have been invalidated and to the fullest extent permitted by applicable law.

Article X **Miscellaneous**

10.1 Books and Records. The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Trustees.

10.2 Fiscal Year. The fiscal year of the Organization shall be January 1 through December 31.

10.3 Dissolution. Upon the recommendation of the Board of Directors, the Organization may be dissolved by a vote of the majority of Members. Upon dissolution, when the Organization has or is entitled to any interest in any funds or property of any kind, such funds or property shall not be transferred to private ownership, but upon dissolution the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Organization, transfer and set over to such funds or property to such other organization or organizations exclusively for such purposes as set forth in Section 2.2 of these By-Laws or to organization or organizations which have similar purposes and which are described under sections 501(c)(3) or 501(c)(6) of the Code of corresponding provisions hereafter in effect. Any of such funds or property not so disposed of shall be disposed of by the Probate Court of the county in which the principal office of the Organization is then located, exclusively for such purposes or to organizations described under section 501(c)(3) or 501(c)(6) of the Code in a manner as, in the judgment of the court, will best accomplish the general purposes for which the Organization was organized.

10.4 Corporate Seal. The Board of Directors may provide a corporate seal in such form as may be determined by the Board.

10.5 Voting Shares of Other Corporations. Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Organization to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Organization may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this Organization might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

10.6 Execution of Corporate Contracts and Instruments. The Board, except as otherwise provided in these By-laws, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Organization, and

this authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board or within the agency power of an Officer, no Officer, agent, or employee shall have any power or authority to bind the Organization by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

10.7 Construction and Definitions. Unless context requires otherwise, the general provisions, rules of construction, and definitions in the Act as, amended from time to time, shall govern the construction of these By-Laws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both a Organization and a natural person.

10.8. Revocation of Authorizations. No authorization, assignment, referral or delegation of authority by the Board to any committee, Officer or agent shall preclude the Board from exercising the authority required to meet its responsibility for the conduct of the Organization. The Board shall retain the right to rescind any authorization, assignment, referral, or delegation.

10.9 Gender and Number. Whenever the context requires, the gender of all words used herein shall include the masculine, feminine, and neuter, and the number of all words shall include the singular and plural thereof.

10.10 Articles and Other Headings. The Articles and other headings contained in these By-Laws are for purposes of reference only and shall not affect the meaning or interpretation of these By-Laws.


Article XI **Amendments**

11.1 Power to Amend By-Laws. The By-Laws of BEI may be amended. Any proposed amendment(s) may be presented to the Officers in writing if prepared in advance of the meeting or verbally at the meetings. Amendments may also be proposed and presented by a duly appointed committee to the Officers of BEI. Upon review by the Officers, a copy of the proposed amendment(s) must then be sent to each Member along with a notice calling for a vote. These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by two-thirds (2/3) affirmative vote of a quorum of the Members must be cast in order for the amendment(s) to be adopted.

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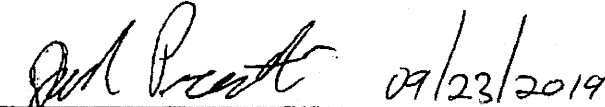
CERTIFICATE OF ACCEPTANCE

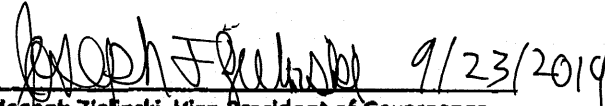
I certify that I am the duly elected and acting President of BEI and these Bylaws constitute the organizations Bylaws. The Bylaws were duly adopted at a meeting of the Members of BEI held on that 11th day of September 2019.

 9-19-2019
Steven Guymon, President

 9-20-2019
Fernanda Beraldi, Executive Vice-President

 09/23/2019
Drew Northern, Vice-President of Operations

 09/23/2019
Jared Prentice, Vice-President of Administration

 9/23/2019
Joseph Zielinski, Vice-President of Governance

 19-SEPT-2019
Michael Bridwell, Vice-President of Finance