

Bylaws
of
Adult Life Training, Inc.

ARTICLE 1 - Meetings

- 1.01** Meetings of the Board of Directors shall be held at any place within or outside the State of Indiana as shall be designated by the Board of Directors. All meetings are to be moderated by the President of the Corporation and conducted in an orderly manner, as determined by the President.
- 1.02** The annual meeting of the Board of Directors shall be held at such time and place as the Board of Directors shall determine. At the annual meeting Directors shall be elected and reports of the affairs of the Corporation shall be considered.
- 1.03** On request in writing to the President or Secretary, sent by regular mail, facsimile, electronic mail or delivered to the officer in person, by any officer or any two Directors, the Secretary of the Corporation shall give notice of the meeting to the Directors not less than two (2) days prior to the meeting. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date when a meeting called by action of the Board of Directors may be held.
- 1.04** Special meetings of the Board of Directors may be called at any time by any officer or any two (2) Directors.
- 1.05** Written notice of all meetings of the Board of Directors shall be delivered, either personally or by regular mail, facsimile, or electronic mail, addressed to the Director at the Director's address as it appears in the records of the Corporation or as supplied by the Director to the Corporation for the purpose of notice. Notice shall be given by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, or, in case of their neglect or refusal, or if there is no person charged with the duty of giving notice, by any Director to each Director.
- 1.06** Notice of any meeting shall be delivered not less than two (2) days before the date of the meeting.

- 1.07** Waiver of notice of a meeting of the Board may be made, in writing by a Director, and attendance by the Director at the meeting without protest shall be deemed waiver of notice.
- 1.08** Notice of any special meeting shall state the time, place, and purpose of the meeting.
- 1.09** A quorum for meetings shall consist of a majority of the Directors. If a quorum is not attained, then those present may adjourn the meeting to a new date certain duly noticed to all Directors for not more than ten (10) days thereafter, and at that later-noticed meeting a quorum shall consist of those Directors then present.
- 1.10** A Director may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment, including computerized video conferencing or text exchange such as Internet Chat, by means of which all persons participating in the meeting can understand each other at the same time. Participating by such means shall constitute presence in person at a meeting.
- 1.11** Any action required by law to be taken at any of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the Directors is filed in the minutes of the proceedings of the Board of Directors.
- 1.12** At every meeting of the Directors, the President, or, in his absence, the officer designated by the President, or, in the absence of a designation, the person (who shall be one of the officers, if any is present) chosen by a majority of the Directors present shall act as Chair. The Secretary shall act as Secretary of all meetings. In the absence of the Secretary, the Chair may appoint another person to act as Secretary of the meetings.

ARTICLE 2 - Directors

- 2.01** The affairs of the Corporation shall be conducted, and all corporate authority shall be exercised, by or under the authority of the Board of Directors, unless the Articles of Incorporation of the Corporation, or these bylaws require otherwise. There shall be no members of the Corporation other than the Board of Directors.

- 2.02** The number of Directors of the Corporation shall be determined by resolution of the Directors entitled to vote, but shall not be less than three members.
- 2.03** The Directors shall be elected at each annual meeting, or at any special meeting of the Board of Directors, or the Directors may be designated at any time by the written consent of all of the Directors. Each Director shall hold office until the next annual meeting and until his successor is elected, or until his earlier resignation, removal from office, or death.
- 2.04** Vacancies on the Board of Directors shall exist in the case of the happening of any of the following events: (a) the death, or resignation, of any Director; (b) the failure of the Directors to elect the full authorized number of Directors at any annual, regular, or special meeting; or (c) an increase in the number of Directors.
- 2.05** Any vacancy occurring in the Board of Directors shall be filled by vote of a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a Director until his or her successor is elected at the next annual meeting.
- 2.06** The Board of Directors, by the affirmative vote of a majority of the Directors then in office, shall have authority to establish reasonable compensation of all employees of the Corporation for services to or on behalf of the Corporation.
- 2.07** No Director shall receive compensation for services to the Corporation as a Director but the Board of Directors shall have the authority to reimburse the Directors for travel expenses incurred directly as a result of attending a meeting of the Board of Directors for the conducting of the business of the Corporation.
- 2.08** The number of Directors may be changed by the Board of Directors without further amendment of these bylaws, on the adoption of a resolution offered for the purpose at any meeting of the Board of Directors pursuant to the vote of a majority of the Directors in office at the time of the meeting. If the change increases the number of Directors and results in the creation of an opening on the Board of Directors, the Board of Directors may, pursuant to the vote of a majority of the Directors in office at the time of the meeting, fill the opening created by the increase in the number of Directors.
- 2.09** Any Director of the Corporation may resign at any time by giving written notice to the President, the Secretary, or the Board of Directors of the Corporation.

The resignation shall take effect at the time the notice is received unless a later time is specified in the notice. Acceptance of the resignation shall not be necessary for it to be effective.

- 2.10** A Director may be removed at any time, with or without cause, by a written vote of a majority of the remaining Directors.
- 2.11** Any vacancy occurring in the Board of Directors shall be filled by vote of a majority of the remaining Directors, though less than a quorum, and each person so elected shall be a Director for the unexpired term of the office of the Director being replaced.

ARTICLE 3 - Officers

- 3.01** The officers of the Corporation shall be President, one or more Vice President(s), Secretary, and Treasurer. One person may hold two or more offices, except those of President and Secretary. No officer, however, shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers.
- 3.02** The officers of the Corporation shall be chosen by the Board of Directors, and each shall hold office until his or her resignation, removal, disqualification, death, or until his or her successor shall be elected and qualified.
- 3.03** Each officer elected by the Board shall hold office until a successor has been elected and qualified or until the earlier removal or resignation of the officer. Any officer may be removed by the Board with or without cause by a majority vote of the members of the Board of Directors.
- 3.04** Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make it effective.
- 3.05** If the office of the President, Vice President, Secretary, or Treasurer becomes vacant, the Board of Directors shall elect a successor to the office.
- 3.06** The President shall be the Chairman of the Board of Directors, and have general supervision, direction, and control of the affairs and officers of the

Corporation; have the general powers and duties of management usually vested in the office of President; and have all other powers and duties as may be prescribed by the Board of Directors or these bylaws. Within this authority and in the course of his or her duties, the President shall:

- (a) Preside at all meetings of the Directors and be *ex officio* a member of all standing committees of the Corporation.
- (b) When authorized by the Board of Directors or required by law, execute, in the name of the Corporation, deeds, conveyances, notices, leases, checks, drafts, bills of exchange, warrants, promissory notes, bonds, debentures, contracts, and other papers and instruments in writing, and, unless the Board of Directors shall order otherwise by resolution, make contracts as the ordinary conduct of the Corporation's affairs may require.
- (c) Appoint and remove, employ and discharge, and prescribe the duties and fix the compensation of all agents and employees other than the duly appointed officers, subject to the approval of the Board of Directors; and control, subject to the direction of the Board of Directors, all of the officers, agents, and employees.
- (d) The President, with the approval of the Board of Directors, shall appoint legal counsel for the Corporation. All legal matters, including, without limitation, matters involving interpretation of federal and state law, local ordinances, and tax questions, shall be promptly referred to such counsel for opinion and advice. All amendments to the Articles of Incorporation and these bylaws shall be submitted to legal counsel for review before their adoption.

3.07 The Vice President, in the absence or disability of the President, shall perform all the duties of the President, and when so acting shall have all the powers of the President. The Vice President shall have all other powers and perform all other duties as from time to time may be prescribed for him respectively by the Board of Directors or these bylaws.

3.08 The Secretary shall:

- (a) Certify and keep the original bylaws or a copy, including all amendments or alterations to the bylaws.
- (b) Keep at the place where the bylaws or a copy are kept a record of the proceedings of meetings of the Directors, with the time and place of holding, the notice of meeting given, the names of those present at the meetings, whether regular or special, and, if special, how authorized.
- (c) Sign, certify, or attest documents as may be required by law.

- (d) See that all notices are duly given in accordance with the provisions of these bylaws. In case of the absence or disability of the Secretary, or his or her refusal or neglect to act, notice may be given and served by the President or Vice President, if any, or by the Board of Directors.
- (e) Be custodian of the records.
- (f) See that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed.
- (g) Exhibit at all reasonable times to proper persons on terms provided by law on proper application, the bylaws, and minutes of proceedings of the Directors.
- (h) In general, perform all duties incident to the office of Secretary, and any other duties as from time to time may be assigned to him or her by the Board of Directors.
- (i) In case of the absence or disability of the Secretary or his or her refusal or neglect to act, any person authorized by the President or Vice President, if any, or by the Board of Directors, may perform the functions of the Secretary.

3.09 The Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds of the Corporation, and deposit all funds in the name of the Corporation in banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (b) Receive, and give receipt for all contributions, gifts, and donations to the Corporation from any source whatever.
- (c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for the disbursements.
- (d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions including account of its assets, liabilities, receipts, disbursements, gains, losses, and capital.
- (e) Exhibit at all reasonable times the books of account and records of the Corporation to any Director, or to proper persons on terms as are provided by law, on proper application during office hours at the office of the Corporation where the books and records are kept.
- (f) When and as requested, render to the President and Directors accounts of all his transactions as Treasurer and of the financial condition of the Corporation.
- (g) In general, perform all the duties incident to the office of Treasurer and all other duties as from time to time may be assigned to him or her by the Board of Directors.

- 3.10** In case of the absence or disability of the Treasurer or his or her refusal or neglect to act, any person authorized by the President or Vice President, if any, or by the Board of Directors may perform the functions of the Treasurer.
- 3.11** The salaries of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving a salary by reason of the fact that he is also a Director.

ARTICLE 4 - Indemnification

- 4.01** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a Director, officer, employee, or agent of the Corporation, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceeding; and of that person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- 4.02** To the extent that a Director, officer, employee, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Article, or in defense of any claim, issue, or matter in that action, suit, or proceeding, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the action, suit, or proceeding.
- 4.03** Unless ordered by a court, any indemnification made under this Article, shall be made by the Corporation only as authorized in the specific case on a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of

conduct set forth in this Article. The determination shall be made (a) by a majority vote of Directors who were not and are not parties to or threatened with the action, suit, or proceeding; or (b) if a majority vote of disinterested Directors so directs, by independent legal counsel (compensated by the Corporation) in a written opinion.

- 4.04** Expenses of each person seeking indemnification under this Article, may be paid by the Corporation as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the Board or Directors in the specific case, on receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation.
- 4.05** The indemnification provided by this Article shall not be deemed exclusive of, and shall be in addition to, any other rights to which those seeking indemnification may be entitled as a matter of law or under the Articles of Incorporation, these bylaws, any agreement, vote of shareholders, and insurance purchased by the Corporation, or otherwise, both as to action in his official capacity and as to action in another capacity while holding that office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of that person.
- 4.06** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation against any liability asserted against him and incurred by him in that capacity, or arising out of his status in that capacity, whether or not the Corporation would have the power to indemnify him against liability under the provisions of this Article.

ARTICLE 5 - Limitation of Actions

- 5.01** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation. 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.

- 5.02** Notwithstanding any other provisions of the Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law).
- 5.03** Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Directors shall determine.
- 5.04** The Corporation shall have a racially nondiscriminatory policy and shall not discriminate against directors, employees, applicants, students, and others on the basis of race, color, or national or ethnic origin. The Corporation shall admit students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students and shall be racially nondiscriminatory in the administration of all of its policies and programs.

ARTICLE 6 - Amendments

- 6.01** These bylaws may be amended and new bylaws adopted at any meeting of the Board of Directors by a majority vote of those present, a quorum being present.
- 6.02** As an alternative to section 6.01, these bylaws may be amended and new bylaws adopted without a meeting by the written consent of all of the Directors.

ARTICLE 7 – Five To One Rule

- 7.01** To insure fair and ethical treatment of all employees, and to preserve the nature of the Corporation as a public benefit corporation, in any year in which the gross receipts of the Corporation exceed one million dollars (\$1,000,000.00),

the total compensation of the highest paid employee of the corporation shall not exceed five times the total compensation of the lowest paid full time employee.

- 7.02** No part time employee shall be denied full time employment merely to circumvent this article.
- 7.03** To prevent officers of the Corporation from assigning themselves exorbitant compensation, the maximum annual compensation for any employee of the Corporation in any year shall not exceed twenty times the income defined as the poverty level in the State of Indiana for that year, or two hundred fifty thousand dollars (\$250,000), whichever is most.
- 7.04** This Article cannot be removed from the Bylaws, and may only be amended in such manner as will improve the position of the lowest paid full time employees.

ARTICLE 8 – DESIGNATED CONTRIBUTIONS

- 8.01** From time to time the organization, in the exercise of its purposes, may establish various funds to accomplish specific goals. Contributors may designate the purpose for which their donation may be applied. In the event that funds can no longer be applied for their designated purpose, they may be applied at the discretion of the board of directors to the nearest matching purpose, or given to a similar organization that can apply them to the designated purpose.

ARTICLE 9 – BINDING ARBITRATION

- 9.01** All members of this organization agree to submit to binding arbitration any matters which cannot otherwise be resolved, and expressly waive any and all rights in law and equity to bringing any civil disagreement before a court of law, except that judgment upon the award rendered by the arbitrator may be entered in any court having jurisdiction thereof.
- 9.02** In the event of any dispute, claim, question, or disagreement arising out of or relating to these bylaws or any related matter, the parties shall use their best efforts to settle such disputes, claims, questions, or disagreement. To this effect, they shall consult and negotiate with each other in good faith and, recognizing their mutual interests, seek to reach a just and equitable solution. If they do not reach such solution within a period of sixty (60) days, then upon

notice by either party to the other, disputes, claims, questions, or differences shall be finally settled by arbitration as described in section 9.01, above.

- 9.03** The Procedures for Arbitration shall be as adopted by the President and the Board of Directors.

ARTICLE 10 – PURPOSE

- 10.01** The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code), including, for such purposes, but not limited to the following: to provide training services to residents of the City of Fort Wayne and Allen County, such as common technical job skills and basic life skills, without charging a fee to the clients for these services; to conduct and disclose research as is to advance the state of the art; to make available (at no cost or for a nominal fee) the materials used in training and the results of research, and to obtain legal protection for the intellectual property rights therein; to provide training to develop the character of the clients in a positive way, so that they may become more self sufficient and better citizens, and so that they build relationships that will help them make positive and sustained social progress; to raise monies or accept donations for any of the purposes of the corporation and to make promissory notes and other negotiable or non-negotiable notes or other evidences of indebtedness, and to secure payment thereof, and the interest thereof, by mortgage or pledge of the whole or any part of the assets of the corporation; and any other lawful purpose or purposes not for profit and not specifically prohibited to corporations under other laws of the State of Indiana.
- 10.02** The Corporation is not intended to serve a religious function, such as conducting church services. No client shall be required or coerced to join any organization, attend a church, adopt a religion or a religious or philosophical belief, or be subjected to any similar demand, as a condition of receiving help from the corporation.

THE UNDERSIGNED DIRECTORS OF ADULT LIFE TRAINING, INC., BY A UNANIMOUS VOTE,
HAVE ADOPTED THE FOREGOING BYLAWS THIS DAY, APRIL _____, 2004.

John D. Nash, Jr.

Robert Crawford

Philip Lock

Kathleen Black
