

**AMENDED AND RESTATED  
BYLAWS  
of  
HEALTHY HOOSIERS FOUNDATION, INC.  
(Approved February 25, 2021)**

**ARTICLE I  
Name, Offices and Registered Agent**

Section 1.01. Corporate Name. The name of the Corporation, as incorporated and existing under and by virtue of the Indiana Nonprofit Corporation Act of 1991, as amended, (the “Act”) is Healthy Hoosiers Foundation, Inc. (the “Corporation”).

Section 1.02. Principal Office. The Corporation shall have and continuously maintain a principal office at such location within the State of Indiana as the Board of Directors of the Corporation (the “Board” or “Board of Directors”) shall from time to time determine. The Corporation may maintain such other offices and keep its books, documents, and records at such other places within and without the State of Indiana as from time to time may be designated by the Board of Directors or as the operations or affairs of the Corporation may require.

Section 1.03. Registered Office and Registered Agent. The name of the Registered Agent is Scott Zarazee, and the address of the Registered Office at which the Registered Agent may be reached is 2 North Meridian Street, Indianapolis, Indiana 46204. The location of the registered office of the Corporation or the designation of its Registered Agent, or both, may be changed at any time or from time to time when authorized by the Board by filing a notice of change with the Indiana Secretary of State on or before the day any such change is to take effect, or as soon as possible after the death of the Registered Agent or other unforeseen termination of the Registered Agent's agency.

Section 1.04. Seal. The Corporation shall have no seal.

**ARTICLE II  
Members**

As provided in the Corporation’s Articles of Incorporation, the Corporation shall have no Members.

**ARTICLE III  
Board of Directors**

Section 3.01. Powers. The property, affairs, and activities of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by law, Articles of Incorporation or by these Bylaws.

Section 3.02. Number, Tenure, Appointment, and Qualifications.

(a) General Limitations. At all times, the Board of Directors of the Corporation shall consist of not less than three (3) Directors; however, the actual number of Directors shall be determined from time to time by resolution of the Directors. The members of the Board of Directors shall be appointed by the Governor of the State of Indiana (the "Governor") and shall serve staggered terms of three (3) years and until their respective successors are elected and qualified.

(b) Ethics. As appointees of the Governor, the Board of Directors shall be subject to the Indiana State Ethics Code.

(b) Removal. At any time, any Director may be removed, with or without cause, by the Governor.

(c) Resignations. Any Director of the Corporation may resign at any time by delivering written notice of intention to do so to the President or the Secretary of the Board. Any such resignation shall take effect upon delivery or at any time specified therein, and unless otherwise specified therein, the acceptance of such resignation by the Board of Directors shall not be necessary to make it effective.

(d) Vacancy. Any vacancy on the Board of Directors may be filled by appointment of the Governor, and any Director so appointed shall hold office for the unexpired term of the replaced or removed Director.

(e) Executive Director. The Executive Director of the Corporation shall serve as a non-voting, ex-officio member of the Board of Directors.

Section 3.03. Open Door Law and Access to Public Records Act. The Corporation is subject to the Indiana Open Door Law (Indiana Code 5-14-1.5-1 et. seq.) and the Indiana Access to Public Records Act (Indiana Code 5-14-3-1 et. seq.), and such laws, as amended from time to time, shall apply notwithstanding any contrary provisions contained in these Bylaws.

(a) Open Meetings. Except for executive sessions, as allowed by applicable law, all meetings of the Board of Directors will be open at all times for the purpose of permitting members of the public to observe and record them.

(b) Public Notice. Public notice of the date, time, and place of any meetings, executive sessions, or of any rescheduled or reconvened meeting, shall be given at least forty-eight (48) hours (excluding Saturdays, Sundays, and legal holidays) before the meeting and shall be posted, transmitted, mailed, or faxed in the manner provided by Indiana Code 5-14-1.5-5.

(c) Agenda. A copy of the meeting agenda shall be posted at the entrance to the location of meeting of the Board of Directors.

(d) Memorandum. A memoranda shall be kept during each meeting of the Board of Directors that includes: (i) the date, time, and place of the meeting, (ii) Directors present or absent,

(iii) the general substance of all matters proposed, discussed, or decided at the meeting, (iv) a record of all votes taken by individual Directors if there is a roll call.

Section 3.04. Presiding Officers. The appointed President of the Corporation shall preside over the meetings of the Board of Directors as Chairman and the appointed Secretary shall record all proceedings of the meetings of the Board of Directors.

Section 3.05. Annual Meetings. The annual meeting of the Board of Directors shall be held after the end of each fiscal year of the Corporation at a date, time, and place fixed by the President, but in no event shall the annual meeting be held later than one hundred twenty (120) days after the beginning of the fiscal year of the Corporation. Failure to hold an annual meeting at the time designated shall not work a forfeiture or dissolution of the Corporation. In conjunction with this meeting and in accordance with Indiana Code 16-19-3-30, an annual report shall be prepared and submitted to the State Budget Committee concerning the use of money received by the Corporation and the balances in any accounts or funds established by the Corporation.

Section 3.06. Regular Meetings. In addition to the annual meeting, the Board of Directors shall also periodically meet at such time and place as shall be designated by the Board of Directors, for the purpose of transacting such business as may properly come before the meeting.

Section 3.07. Special Meetings. Special meetings of the Board of Directors may be held upon call of the President of the Corporation, the Executive Director, or two of the members of the Board. The person or persons calling such meeting shall give or cause the Secretary of the Board to give written or oral notice of the special meeting, specifying the time and place of the meeting. The notice of each special meeting must state the purpose or purposes of the meeting and the business transacted at any special meeting shall be limited to the purpose or purposes stated.

Section 3.08. Notice of Meetings to Directors. Written notice of the time and place of each meeting of the Board of Directors shall be given or caused to be given to each Director by the President or the Secretary of the Board at least two (2) days prior to such meeting, except that notice of any such meeting need not be given to any Director who waives such notice.

(a) Form of Notice. Whenever under the provisions of these Bylaws, notice is required to be given to a Director, it shall not be construed to require notice be given in person, but such notice may be given in writing and mailed by United States first class mail to such Director at his/her address as it appears on the records of the Corporation, and shall be deemed given when deposited in the United States mail. Such notice may also be provided by electronic transmission directed to a Director in such manner as the Director shall have specified to the Corporation, including by facsimile transmission, electronic mail or posting on an electronic network.

(b) Waiver. Notice of any such meeting may be waived in writing by a Director, if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called, and the date, time and place thereof. Attendance at any meeting in person or by proxy shall constitute a waiver of notice of such meeting except when the Director attends such meeting for the express purpose of objecting because the meeting has not been lawfully called and does not thereafter vote for or assent to any action taken at the meeting. Each Director, who has in the manner above

provided waived notice of a Board meeting, or who personally attends a Board of Directors' meeting, or is represented thereat by a proxy authorized to appear by an instrument of proxy, shall otherwise be conclusively presumed to have been given due notice of such meeting.

Section 3.09. Participation in Meetings.

(a) General Rule. Any or all Directors may participate in a meeting of the Board or committee of the Board by any means of communication by which all participating persons may simultaneously hear each other during the meeting, provided at least the greater of two (2) Directors or one-third (1/3) of the Directors are present in person. If in person mandates for public meeting purposes are not required, the Board of Directors meeting can be held electronically. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

(b) Special Rules. In addition, but subject to any limitations or requirements contained in applicable law, the Corporation's Articles of Incorporation, or these Bylaws: (i) Board meetings may be held by electronic transmission, (ii) notices and other communications may be electronically transmitted, and (iii) voting of the members of the Board of Directors may be by electronic transmission by roll call vote.

Section 3.10. Quorum.

(a) Minimum. Except as otherwise specifically provided herein or by statute, the presence of at least one-third (1/3) of the Directors, but in no event fewer than two (2) Directors, shall be necessary to constitute a quorum for the transaction of any business, and the act of the majority of such persons present and voting at any meeting at which a quorum is present shall be the act of the Board of Directors.

(b) Adjournment Option. In the absence of a quorum, a majority of those Directors present may adjourn the meeting from time to time to another time or place until a quorum is present at which time any business may be transacted at the meeting as regularly scheduled. Notice need not be given of the adjourned meeting if the date, time, and place thereof are announced at the meeting at which the adjournment is taken, unless the adjournment is for more than thirty (30) days, in which event a notice of the adjourned meeting shall be given to each Director entitled to vote at the meeting, as otherwise provided in these Bylaws.

Section 3.11. Action without Meeting. Any action required by applicable law, the Corporation's Articles of Incorporation or these Bylaws to be taken at a meeting or any action which may be taken at a meeting of the Board of Directors may not be taken without a meeting of the Board.

Section 3.12. Conflict of Interest. In any vote on a contract or other transaction between the Corporation and one or more of the Directors or any other entity in which one or more of the Directors is a director or officer or is financially interested:

(a) The fact of the relationship or interest shall be disclosed or known to the Board or the special committee which authorizes, approves, or ratifies the contract or transaction, and the

contract or transaction shall be authorized, approved, or ratified by a vote or consent sufficient for the purpose without counting the vote or consent of the interested Director; and

(b) The contract or transaction must otherwise be fair and reasonable to the Corporation.

An interested Director will not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies such contract or transaction.

Section 3.13. Restrictions on Authority.

(a) No Illegal Acts. No Director, officer, or other person shall have authority to take any action which would cause the Corporation to violate any applicable federal, state, or local law or regulation.

(b) Unanimous Consent Required. Without the unanimous consent of the voting Directors, no Director, officer, or other person shall have authority to do any of the following:

(i) Do any act in contravention of these Bylaws, including without limitation, any act which would make it impossible to carry on the operations of the Corporation or which would materially alter the operations of the Corporation;

(ii) Possess any property or assign, transfer, or pledge the rights of the Corporation in specific property, for other than the exclusive benefit of the Corporation;

(iii) Employ, or permit to be employed, the funds or assets of the corporation in any manner except for the exclusive benefit of the Corporation; or

(iv) Commingle the Corporation's funds with his or her own or any other person's funds.

Section 3.14. Other Activities of Directors. Notwithstanding any contrary provision in the Act, any Director of the Corporation may engage independently or with others in other ventures, or make or manage other investments, without the necessity of informing the Corporation or the other Directors. The Corporation and any Directors shall not have any right by virtue of these Bylaws or the relationship created hereby or by the Act in or to such other ventures or activities or to the income or proceeds derived therefrom, and the pursuit of such ventures shall not be deemed wrongful or improper.

Section 3.15. Liability of Directors. No Director shall be liable for any debts or losses of the Corporation or be required to contribute or lend funds.

**ARTICLE IV**  
**Committees of the Board**

Section 4.01. Executive Committee. There shall be an Executive Committee of the Corporation, which shall consist of the President, Vice President and Treasurer of the Corporation.

During intervals between meetings of the Board of Directors, the Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation, except where prohibited by law. The Executive Committee shall cause minutes of its proceedings to be kept and filed with the minutes of the proceedings of the Board of Directors.

Section 4.02. Other Committees. The Board of Directors may appoint such other standing and special committees as it may from time to time deem necessary or desirable. The Board of Directors shall specify the function of any such committee, the number of the members thereof and their terms of office (if fixed). Subject to the authority of the Board of Directors, such committees may consider and investigate such matters, and perform such acts and responsibilities, as may be referred or delegated to them by the Board of Directors, provided, however, that neither the Executive Committee nor any other committee may do the following:

- (a) Authorize distribution of the Corporation's assets;
- (b) Approve the (i) dissolution, (ii) merger, (iii) sale, (iv) pledge, or (v) transfer of all, or substantially all, of the Corporation's assets;
- (c) Elect, appoint, or remove Directors or fill vacancies on the Board of Directors or on a committee;
- (d) Elect, appoint, or remove officers or fill vacant offices; or
- (e) Adopt, amend, or repeal the Corporation's Articles of Incorporation or the Bylaws.

## ARTICLE V Officers

Section 5.01. Principal Officers. The principal officers of the Corporation shall be a President, Executive Director, Vice President, Secretary, Treasurer, and such other officers as the Board of Directors may establish from time to time. The same person may hold more than one officer position.

Section 5.02. Election and Term of Office. Each officer shall be elected by the Board of Directors at the annual meeting of the Board of Directors. If the annual meeting of the Board of Directors is not held at the time designated in these Bylaws, such failure shall not cause any defect in the corporate existence of the Corporation, but the officers for the time being shall hold over until their successors are chosen and qualified, unless sooner removed as provided for by applicable law. Unless otherwise determined by resolution of the Board of Directors: (i) the term of an elected officer shall be one (1) year and (ii) officers may serve successive terms in the same office.

Section 5.03. Resignations. Any officer may resign at any time by delivering written notice of intention to do so to the President or Secretary of the Corporation. Any such resignation shall take effect upon such delivery or at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation by the Board of Directors shall not be necessary to make it effective.

Section 5.04. Removal. Any officer of the Corporation may be removed from office at any time by the affirmative vote of a majority of the Directors present at any meeting of the Board of Directors.

Section 5.05. Vacancies. Any vacancy in any office may be filled for the unexpired portion of the term of such office by the affirmative vote of a majority of the Directors present at any meeting.

Section 5.06. President. Subject to the authority of the Board of Directors, the President shall: (i) be the chief executive officer of the Corporation, (ii) possess and exercise general executive and supervisory authority over the Corporation's affairs and its other officers, and (iii) preside at all meetings of the Board of Directors. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President may, in the absence of the Executive Director or Secretary, perform all duties incident to such offices.

Section 5.07. Executive Director. Pursuant to the general policy established by the Board of Directors, the Executive Director shall have general management and direction of the business and affairs of the Corporation, and shall act as chief operating officer. The Executive Director in general shall perform all duties usually incident of the office of chief operating officer, and such other duties as from time to time may be assigned by the Board of Directors or as prescribed by law or this Code of Bylaws.

Section 5.08. Vice President. The Vice President shall perform such duties as may be assigned to him/her by the Board of Directors or by the President. In the absence or disability of the President, the Vice President may perform such duties of the President as the President or the Board of Directors may designate

Section 5.09. Treasurer. The Treasurer's duties shall include the following: (i) keeping correct and complete records of account which shows at all times the actual financial condition of the Corporation; (ii) serving as the legal custodian of all monies, notes, securities, and other valuables which may from time to time come into the possession of the Corporation; (iii) providing a statement of the financial condition of the Corporation at the regular meeting of the Directors of the Corporation; (iv) preparing and timely filing on behalf of the Corporation such reports and return as may be required from time to time to maintain the Corporation in good standing under the laws of the State of Indiana; and (v) preparing and timely filing on behalf of the Corporation any annual federal or state income tax returns required to be filed by the Corporation and such other reports and returns as may be required from time to time to establish and maintain the exempt status of the Corporation for purposes of federal and state income taxation.

Section 5.10. Secretary. The Secretary's duties shall include the following: (i) attending all meetings of the Board of Directors and keeping, or causing to be kept, in a book provided for that purpose, a true and complete record of the proceedings of such meetings, and performing a like duty for all standing committees appointed by the Board of Directors, when required; (ii) giving all notices of the Corporation required to be served in accordance with the provisions of

these Bylaws or as required by law; (iii) acting as the legal custodian of the corporate records of the Corporation; and (iv) in general, performing all duties incident to the Office of the Secretary.

Section 5.11. Assistant Officers. Such assistant officers, as the Board of Directors shall from time to time designate and elect, shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them and such other powers and duties as this Code of Bylaws or the Board of Directors may prescribe. An Assistant Treasurer or Assistant Secretary may, in the event of the absence or disability of the Secretary or Treasurer, attest to the execution by the Corporation of all documents.

Section 5.12. Duties of Officers May Be Delegated. Except as otherwise provided by law, in case of the absence of any officer of the Corporation or for any reason that the Board of Directors may deem sufficient, the Board may delegate the powers or duties, or any of them, of such officer to any other officer, Director, or employee of the Corporation.

## **ARTICLE VI** **Miscellaneous**

Section 6.01. Execution of Contracts and Other Documents. Unless otherwise required by law or otherwise directed by the Board of Directors, all contracts, agreements, and documents entered into by the Corporation shall be executed by the President or Vice President of the Corporation and, if required, attested by the Secretary or an Assistant Secretary. However, the Board of Directors may expressly authorize by resolution any officer, employee, or agent of the Corporation to execute any such deed, mortgage, assignment, instrument, contract or agreement on behalf of the Corporation singly and without the necessity of any additional execution or attestation by any other officer of the Corporation.

Section 6.02. Execution of Checks, Drafts, and Other Orders for Payment. All checks, drafts or other orders for payment of money by the Corporation must be signed such person or persons as the Board of Directors may from time to time so designate.

Section 6.03. Fiscal Year. The fiscal year of the Corporation shall be the twelve-month period beginning July 1 and ending the immediately following June 30.

Section 6.04. Deposits and Gifts. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such depositories as the Board shall designate. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. If accepted by the Corporation, gifts made to the Corporation earmarked or designated for a specific tax exempt purpose or committee will be honored, provided the condition is consistent with the exempt purposes of the Corporation.

Section 6.05. Indemnification of Directors, Officers, and Employees. Any current or former Director, officer, or employee of the Corporation shall be indemnified and saved harmless to the fullest extent legally permissible under and pursuant to the Act, the Corporation's Articles of Incorporation and these Bylaws against all reasonable expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and necessarily incurred by or imposed



upon him (and to the extent not covered by such person's own insurance) in connection with the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative to which such person is made a party or is threatened to be made a party by reason of such person's being or having been a Director, officer, or employee, except in relation to matters as to which such person shall be adjudged in such action liable for fraud, or willful misconduct in the performance of duty. Such right of indemnification shall not be exclusive of any rights to which any such Director, officer, or employee may be entitled as a matter of law, or which may be lawfully granted to such person; and the indemnification hereby granted by the Corporation shall be in addition to and not in limitation of any other privilege or power which the Corporation may lawfully exercise with respect to indemnification or reimbursement of Directors, officers or employees.

The terms "Director", "officer", and "employee" as used in this Section 6.05 shall include the executor, administrator, or other personal representative of such person.

Section 6.06. Exempt Activities. Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or other representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the Treasury Regulations thereunder as they now exist or as they may hereafter be amended. The prohibitions contained in this Section shall be deemed cumulative with respect to any similar provision or provisions of the Articles of Incorporation of the Corporation and not in substitution therefore.

Section 6.07. Prohibitions Against Sharing in Corporation Earnings. No Director, officer, employee, member of a committee, or any other person connected with the Corporation or any other private individual shall receive any of the net earnings or pecuniary profit from the operation of the Corporation; provided, however, that this shall not prevent the payment of any person of such reasonable compensation for services rendered to or for the Corporation in effecting the purposes set forth herein; however, no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. The prohibitions contained in this Section shall be deemed cumulative with respect to any similar provision or provisions of the Articles of Incorporation, Articles of Amendment, or Articles of Restatement and not in substitution therefore.

Section 6.08. Dissolution. In the event the Board of Directors of the Corporation determines that the Corporation should be dissolved, then in such event, all of the assets of the Corporation, over and above those needed to pay off any debts and liabilities of the Corporation, shall be distributed to the Indiana State Department of Health ("Supported Organization"), so long as the Supported Organization is in existence and is a governmental entity exempt from federal tax under Section 115 of the Internal Revenue Code, as amended, or any successor statute thereto. In the event the Supported Organization is not as described in the previous sentence, then the Corporation's assets shall be distributed to one or more other corporations or organizations which are exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto, as the Board of Directors shall determine, with any assets not so disposed of to then be disposed of by the Judge of the Circuit Court of Marion County to such tax exempt corporations organizations as said Court shall determine. After the property has been substantially disposed of in such manner, the Corporation shall take such legal steps as

may be necessary to dissolve and after the dissolution has been accomplished, any money or property remaining shall also be distributed in such manner.

Section 6.09. Audit. The Corporation shall be subject to annual audit by the Indiana State Board of Accounts.

Section 6.10. Bylaws Amendment. The Board of Directors shall have the power to alter, amend, or repeal these Bylaws in whole or in part. Said change may be effected at any regular meeting of the Board of Directors or at any Special Meeting thereof, provided that the notice of said special meeting includes notice of the intention to amend said Bylaws, including the text, thirty (30) days prior to voting. The approval of a simple majority of all Directors present at the meeting, at which a quorum is present, shall be required to approve such alteration, amendment or repeal. Notwithstanding the foregoing, any amendments to these Bylaws must be approved by the Governor of the State of Indiana if such amendments affect any of the rights and responsibilities provided to the Governor under the Articles of Incorporation or these Bylaws.