

**BYLAWS OF**  
**TEMPLE HERITAGE CENTER, INC.**

ARTICLE I  
NAME

This organization, incorporated under the Indiana General Non Profit Corporation Act of 1991, shall be known as **Temple Heritage Center, Inc.** (the "Corporation").

ARTICLE II  
PRINCIPAL OFFICE

The principal office of the Corporation shall be located in Indianapolis, Marion County, Indiana.

ARTICLE III  
PURPOSES

Section 1. To preserve, repurpose and promote the historic Beth-El Temple of Indianapolis, Indiana, and similar surrounding properties in the Mapleton-Fall Creek neighborhoods, and to support the interfaith and cultural community in central Indiana.

Section 2. To acquire, by means of purchase, lease, endowment, etc., and to resell, release, or otherwise dispose of such sites, structures, or artifacts which are of historic, archaeological or architectural value to help ensure that the properties are preserved and rehabilitated so that they can function economically in the community and by that process serve as education instruments in present and future times. In addition, to preserve and improve their early dignity, beauty and surroundings as nearly as may be feasible.

Section 3. To hire personnel and to procure office space, materials and equipment that may become necessary to fulfill the purpose of the corporation.

Section 4. To solicit and accept endowments, grants, contributions, and donation of money or property and to use these funds solely for the purposes stated herein; and to maintain and account for these funds as designated in the by-laws of the corporation.

Section 5. To cooperate with and assist individuals, groups, governmental bodies, officials and employees of governments in carrying out the purposes of the corporation and to cooperate with other historical, educational, cultural, civic and philanthropic organizations or individuals who are interested in the history and heritage in Indianapolis and Marion County, Indiana.

Section 6. To engage in any and all types of activities not prohibited by law or these by-laws which shall promote interest in the economic revitalization and the historic buildings of Indianapolis, Indiana.

Section 7. Said Corporation is organized exclusively for charitable, education, and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in the preceding paragraph. No substantial part of the activities of the Corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IV MEMBERSHIP

Section 1. Temple Heritage Center, Inc. shall be a membership-based organization. Membership shall be open to all persons, businesses and organizations who are interested in the purposes of the Corporation, and any person shall become a member by expressing an intention to become a member and by payment to the corporation of the amount of annual dues.

Each member, or in the case of family membership a maximum of two voting members, shall have the right to cast one vote each on: 1) All questions relative to the amendment of the by-laws, and 2) All elections of directors as are hereinafter provided for, and 3) In all other matters or questions which may be submitted to the membership from time to time. Each member, subject to the qualifications as are hereinafter provided, shall be eligible to be nominated to the elections of directors.

It is provided, however, that, any of the foregoing to the contrary notwithstanding, the Corporation, by a procedure hereinafter to be provided, shall have the right not to accept dues from a member or applicant whose activities are deemed to be inconsistent with the purposes of the corporation. A member may be expelled or suspended and a membership terminated only under a procedure that is fair and reasonable and carried out in good faith as provided by law. Sufficient cause for suspension or termination shall include, but not be limited to, violation of these Bylaws, nonpayment of dues, fees or assessments, if any, violation of any lawful rule or practice duly adopted by the Corporation, or any other conduct prejudicial to the interests of the Corporation.

Section 2. Membership and amount of any dues, fees or assessments shall be determined by the Board of Directors. Time and manner of payment shall also be determined by the Board of Directors.

Such dues shall be payable annually, The failure of a current member to pay dues within the period of sixty days immediately following the member's renewal date of any year shall constitute a delinquency, and any delinquent member may be dropped from the membership rolls. Such membership revocations shall be in accordance with a lawful procedure hereinafter provided.

ARTICLE V  
MEMBERSHIP MEETINGS

Section 1. There shall be an annual meeting for the membership of the corporation. It shall be held no later than May 31 of each year and shall have as its principal matter of business the annual elections, the presentations of program reports, financial statements and audits, and any related summaries and forecasts. Notice of the annual meeting shall be given in writing, electronic or other available means, not more than twenty nor less than ten days prior to the meeting.

Section 2. The annual meeting provided for in Section 1 of this Article shall be the minimum number of membership meetings to be held each year. The Corporation may hold regular membership meetings at times fixed by the Board of Directors. Regular membership meetings shall be held at the place specified in the notice of the meeting. Such other meetings as may be necessary or desirable shall be upon call of the President or of the Board of Directors or of ten members who shall have directed the President in writing or by electronic means to call such a membership meeting.

Section 3. At any meeting of the membership, fifty-one percent (51%) of the votes entitled to be cast on a matter, represented in person or by proxy, shall constitute a quorum for action on a matter. Directors are elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting which a quorum is present.

Section 4. The Corporation shall keep at all times, at the Corporation's principal office, a complete and accurate list of all members entitled to vote under the Articles of Incorporation of the Corporation. While the Corporation should be prepared to make the list available for members at request, the Corporation in any event may refuse to provide names or identifying information relating to contributors.

ARTICLE VI  
BOARD OF DIRECTORS

Section 1. Duties and Qualifications. The business and affairs of the Temple Heritage Center, Inc. (the "Corporation") shall be managed by the Board of Directors.

Section 2. Number, Term, and Election. The Board of Directors shall consist of a minimum of ten (10) directors, and no greater than thirty (30) directors. The exact number of directors may be clarified from time to time by resolution of the Board of Directors. Each Director shall hold office for a term of three (3) years and may serve one additional three (3) year term if duly elected. If a director is elected as an officer during the second three (3) year term he or she may be permitted to serve one (1) additional year as director. Resignation, removal or death would result in the election of a new director. The directors shall be elected at the annual meeting of the directors each year by a plurality of the votes cast by the members.

Section 3. Vacancies. Any vacancy among the directors caused by death, resignation, removal, increase in the number of directors or otherwise may be filled by a majority vote of the remaining members of the Board of Directors. The term of office of a director chosen to fill a vacancy shall expire at the later of the next annual meeting of the directors, or at such time as a successor shall be duly elected and qualified.

Section 4. Removal. Any director may be removed, with cause, by a vote of two-thirds (66%) of the directors. In the event that a director is not present for three (3) consecutive meetings of the Board of Directors (including annual and regular meetings), the director may be removed from the Board of Directors, unless the director provides a written explanation, prior to the third consecutive absence, establishing to the satisfaction of the Board of Directors that the absences are for good cause.

Section 5. Annual Meetings. Unless otherwise designated by the Board of Directors, the Board of Directors shall meet at a meeting immediately following the Annual Meeting of the membership, for the purpose of election of officers and directors, if necessary, of the Corporation and consideration of any other business which may be brought before the meeting. Notice shall be sent by electronic or other available means of the annual meeting at least two (2) weeks prior to said meeting.

Section 6. Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect, and shall be held whenever convenient for the Board of Directors. Unless otherwise provided by the Board of Directors, regular meetings shall be held at the Corporation's principal office. Notice shall be necessary for any regular meeting. Special meetings of the Board of Directors may be held upon the call of the President or fifty percent (50%) of the directors then in office and upon at least forty-eight (48) hours' notice specifying the date, time, place and purpose or purposes of the meeting, given to each director either personally or by mail, telephone or electronic means. Oral notice is authorized. A director may waive any required notice of an annual, regular or special meeting. The waiver must be in writing or electronic means signed by the director entitled to the notice, and filed with the minutes or Corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section 7. Participation. A director may participate in an annual, a regular or a special meeting of the Board of Directors by or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating by this means is considered to be present in person at the meeting.

Section 8. Quorum: Voting. A minimum of one half (1/2) of the directors in office when action is taken shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a fifty-one percent (51%) majority of the directors present when the act is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 9. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all directors. The action must be evidenced by at least one (1) written or electronically transmitted consent describing the action to be taken, signed by each director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date.

Section 10. Committees. The Board of Directors may from time to time create and appoint standing, special or other committees, including but not limited to an Executive Committee or Governance Committee. Committees may undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Corporation. The Committees, to the extent specified by the Board of Directors, may exercise the powers, functions or authority of the Board of Directors, except where prohibited by law; provided, however, that if a committee is to exercise board powers, functions, or authority, (a) all the persons serving on the committee must be directors, (b) there must be at least three (3) persons on the committee, and (c) the creation of the committee and the appointment of its members shall be by a majority of all directors in office when the action is taken. Any other Committees shall include at least one Board member among its membership, although they are not obligated to serve as Committee chair.

Section 11. New Board Member Process. A person wishing to join the Board of Directors must:

- A. Become a paid member of the Temple Heritage Center, Inc.;
- B. Participate in an interview with no less than two (2) current Board members simultaneously.

Following the joint interview, the current Board members attending such will report back to the full Board of Directors on the interview with a recommendation on the applicable individual's qualifications to serve on the Board in a director's capacity. The election of new Board members shall follow the procedures set forth in Section 2 of Article VI.

## ARTICLE VII

### OFFICERS

Section 1. Officers and Qualifications Therefore. The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. The officers shall be chosen by the Board of Directors. No one person may hold two offices simultaneously.

Section 2. President. The President, if present, shall preside at all meetings of the Board of Directors. At each annual meeting of the directors, the President or the President's designee shall report on the activities of the Corporation. Subject to the general control of the Board of Directors, the President shall manage and supervise all of the affairs of the Corporation and shall perform all of the usual duties of the chief executive officer of a corporation.

Section 3. Vice President. Subject to the general control of the Board of Directors, if the President is not present, the Vice President shall discharge all the usual functions of the President and shall have such other powers and duties as these Bylaws, the Board of Directors, or an officer authorized by the Board may prescribe.

Section 4. Secretary. The Secretary shall prepare, keep, or cause to be kept, a true and complete record and minutes of the proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Board of Directors. If required, the Secretary shall attest the execution by the Corporation of deeds, leases, agreements and other official documents. The Secretary shall attend to the giving and serving of all notices of the Corporation required by these Bylaws, shall have custody of the books (except books of account) and records of the Corporation, shall be responsible for authenticating records of the Corporation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws, the Board of Directors, or an officer authorized by the Board may prescribe.

Section 5. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Corporation and shall deposit, or cause to be deposited, all funds of the Corporation with such depositories as the Board of Directors shall designate. At each annual meeting of the directors, the Treasurer, or the Treasurer's designee, shall report on the financial condition of the Corporation. The Treasurer, or the Treasurer's designee, shall furnish, at meetings of the Board of Directors or whenever requested, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Treasurer. The Treasurer shall, if requested by the board, give the corporation a bond in such sums and with such sureties or other security as shall be satisfactory to the board, conditioned upon the

faithful performance of his duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

Section 6. Assistant Officers. The Board of Directors may from time to time designate and elect assistant officers who 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 these Bylaws or the Board of Directors may prescribe.

Section 7. Terms of Office. Officers shall be elected to their respective offices for a term of two years, at which time they may choose to run for re-election. The officers of the Corporation shall be elected by the Board of Directors at its annual meeting. Officers of the Corporation shall receive no compensation for their services in such offices.

## ARTICLE VIII

### MISCELLANEA

Section 1. Corporate Seal. The Corporation may, but need not, have a corporate seal. The form of any such corporate seal may be specified in a resolution of the Board of Directors. A corporate seal, however, shall not be required for any purpose, and its absence shall not invalidate any document or action.

Section 2. Execution of Contracts and Other Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President and, if required, attested by the Secretary or an assistant secretary.

Section 3. Review of Financial Activity. Any member of the Board of Directors may request the preparation of an independently reviewed financial statement of the Corporation, the cost of which shall be borne by the Corporation. This review is to be performed by a Certified Public Accountant who has been designated by the Board of Directors and he/she shall be independent of all members of the Board of Directors.

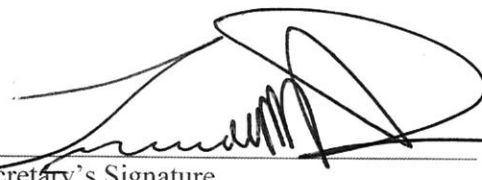
Section 4. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 of each year and end on the immediately following December 31.

## ARTICLE IX

### AMENDMENTS

Subject to law and the Articles of Incorporation of the Corporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the Board of Directors. The Corporation must provide notice to the directors of any meeting at which an amendment to the Bylaws is to be considered and voted upon.

ACKNOWLEDGEMENT OF SECRETARY



Secretary's Signature

Date: 1/24/14