

**AMENDED AND RESTATED BYLAWS OF  
BIG BROTHERS BIG SISTERS OF GREATER LAFAYETTE, INC.**

THESE AMENDED AND RESTATED BYLAWS OF BIG BROTHERS BIG SISTERS OF GREATER LAFAYETTE, INC. (“Amended Bylaws”) dated this 15th day of April, 2026.

**RECITAL**

WHEREAS, This Amended Bylaws amends, restates, and supersedes in its entirety the By-Laws of Big Brothers Big Sisters of Wabash Valley, Inc. approved on July 25, 1997.

**ARTICLE I  
NAME; GEOGRAPHICAL AREA; ANNUAL MEETING**

Section 1.      Name. The name of the corporation is Big Brothers Big Sisters of Greater Lafayette, Inc. (hereinafter “BBBS” or “Corporation”).

Section 2.      Geographical Area. The geographical area of BBBS includes Tippecanoe County, Indiana; it may, in addition, include satellite offices in White, Benton, Warren, Fountain and Montgomery Counties. These counties comprise the service delivery area assigned to BBBS by Big Brothers Big Sisters of America.

**ARTICLE II  
PURPOSE; OBJECTIVES**

Section 1.      Purpose. BBBS is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code.

Section 2.      Objectives. The objectives of BBBS shall be:

- A.      To promote the healthy development of at-risk youth in Tippecanoe County, Indiana through professionally supported one-to-one mentoring relationships;
- B.      To utilize evidence-based best practices to deliver services with measurable outcomes;
- C.      To provide on-going support to volunteer mentors to maximize the length, strength and impact of match relationships;
- D.      To provide services to the families of these children in the program as required;
- E.      To work collaboratively with other social service providers to enhance service provision and outcomes; and
- F.      To receive, invest and disburse funds for the purposes of the Corporation.

### **ARTICLE III MEETINGS**

Section 1.      Annual Meeting of BBBS. The Annual Meeting of BBBS shall be held during the month of April.

Section 2.      Meetings of the Board of Directors. Regular and Special Meetings of the Board of Directors of BBBS (“Board”) shall be governed by Article IV below.

Section 3.      Place of Meetings. The Annual Meeting and all meetings of the Directors shall be held at 2000 Elmwood Ave, Lafayette, Indiana or such other suitable location in Tippecanoe County, Indiana designated by the President.

Section 4.      Conduct of Meetings. All meetings of BBBS and the Board will be conducted in accordance with “Roberts Rules of Order” unless specifically stated in these Amended Bylaws.

Section 5.      Quorum. The presence at the Annual Meeting and any meeting of the Board of fifty-one percent (51%) of the Directors shall constitute a quorum for any action except as otherwise provide in these Amended Bylaws. No business may be conducted at any meeting at which a quorum is not present.

Section 6.      Voting. A majority vote of the quorum shall be necessary for the transaction of any business at the Annual Meeting or any meeting of the Board unless a greater number is required by law or these Amended Bylaws.

Section 7.      Action by Consent. Any action required to be taken at a meeting of Directors or any action which may be taken at a meeting of Directors may be taken without a meeting. Such action shall have the same effect as a majority vote at a meeting if a consent in writing, setting forth the action so taken, shall be signed by one hundred percent (100%) of the Directors entitled to vote. Such consent shall be filed with the minutes of the proceedings.

Section 8.      Meeting Attendance. Each Director shall attend a minimum of sixty percent (60%) of the Regular Meetings of the Board during each calendar year. Directors shall offer advance regrets to the Executive Director and/or President for missed meetings. If a Director’s attendance at the Regular Meetings of the Board falls below sixty percent (60%) or if he/she misses three (3) consecutive meetings (be it Regular Meetings, Special Meetings, and/or the Annual Meeting), a letter will automatically be sent reminding him/her of the attendance requirements and stating that, if the next meeting is missed (including the Annual Meeting, a Regular Meeting, and/or a Special Meeting), he/she will automatically be removed from the Board. The following absences shall be excused and shall not be considered when calculating attendance percentage or consecutive meetings missed: illness; maternity leave; or attendance at a funeral.

### **ARTICLE IV BOARD OF DIRECTORS**

Section 1.      Duties. The business and property of BBBS shall be managed by a Board of Directors (“Board”). This Board shall employ such agents and employees as the Board deems advisable to assist the Board in the management and control of BBBS.

Section 2.      Election of Directors. All names of prospective Directors shall be submitted to the Governance Committee of the Board. The Governance Committee shall submit all potential Director

candidates to the Board for consideration. Directors shall be elected to the Board by a majority vote of the Board members present at a meeting where quorum is present.

Section 3. Number of Directors. The Board shall be composed of no less than nine (9) and no more than twenty-one (21) elected members. The Board membership may include a representative from the Purdue Student Association of Big Brothers Big Sisters.

Section 4. Term of Directors. The initial term of each Director shall be two (2) years. Directors are encouraged to serve two (2) consecutive two (2) year terms. Directors shall not be permitted to serve more than three (3) consecutive two (2) year terms.

Section 5. Regular Meetings of the Board. The Board shall hold bi-monthly meetings for the purpose of conducting the business of the Corporation. The Board may from time to time vote to cancel a bi-monthly meeting; provided however, that the Board shall hold a minimum of six (6) bi-monthly meetings each year. No notice shall be required for regular bi-monthly meetings. Notice of cancellation of regular bi-monthly meeting may be sent by email.

Section 6. Special Meetings of the Board. A Special Meeting of the Board may be called by the President of the Board or upon a written demand for a Special Meeting submitted to the President of the Board or the Governance Committee signed by at least five (5) of the Directors requesting the Special Meeting. The Executive Director shall send written notice of the Special Meeting to all Directors at least forty-eight (48) hours prior to the meeting. Notice of any Special Meeting shall state the date, time, and place of such meeting and the purpose thereof. No business shall be transacted at a Special Meeting except as stated in the notice.

Section 7. Waiver of Notice of Special Meeting of the Board. Notice of a Special Meeting may be waived in writing, signed by a Director entitled to notice, and filed with the minutes or the corporate records. Attendance at or participation in any Special Meeting (a) waives objection to lack of notice unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waives objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice unless the Director objects to considering the matter when the matter is presented.

Section 8. Resignation of Director. A Director may resign his/her position upon thirty (30) days written notice of his/her intent to resign from the Board. Said written notice of resignation shall be delivered to the Board President.

Section 9. Removal of Director. A Director may be removed for cause upon the affirmative vote of a majority of the Directors. For purposes of these Bylaws, the term "for cause" shall include, but in no way be limited to, any violation of these Bylaws or any policy of BBBS, a violation of any lawful rule or practice adopted by BBBS, any other conduct prejudicial to the interests of BBBS, or any reason that the Board deems reasonable to justify, require, or support removal.

Section 10. Director Compensation. No Director shall receive any salary or compensation for his/her service as a Director. However, upon the approval of a majority of the Directors present at a meeting at which quorum is present, a Director may be reimbursed for out of pocket expenses incurred related to the business of BBBS.

## ARTICLE V CONFLICT OF INTEREST

Section 1. Contracts or Other Transactions with Director. No contract or other transaction between BBBS and one or more of its Directors, or between BBBS and any other corporation, partnership, trust, firm, association, or entity in which one or more of the Directors of BBBS is a director, officer, partner, shareholder, member, employee, or agent, or is financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because the vote(s) of such Director or Directors is or are counted for such purposes, if:

- A. The transaction is fair to BBBS at the time it is authorized, approved or ratified.
- B. The material facts of a transaction to which a Director is directly or indirectly a party and the Directors interest or relationship shall be disclosed or made known to the before action is taken by the Board to authorize, approve, or ratify the transaction. Each Director shall be responsible for making timely disclosure of facts necessary to facilitate compliance with this provision, but failure to make such disclosure shall not invalidate any transaction that is fair to BBBS as provided above.
- C. The contract or transaction is authorized, approved, or ratified by vote or consent sufficient for the purpose without counting the vote consents of such interested Director or Directors.

Section 2. Impartiality. Directors and employees of BBBS shall select and deal with suppliers, customers, and other persons doing or seeking to business with BBBS in a completely impartial manner, without favor or preference based upon any considerations other than the best interests of BBBS.

Section 3. Payments. Directors and employees of BBBS shall not seek or accept any payments, fees, services, or loans from any person or business entity that does or seeks to do business with BBBS where such payments, fees, services, or loans shall be received, paid, or given in connection with or arising out of said business relationship or transaction with BBBS.

Section 4. Gifts. Directors and employees of BBBS shall not seek to accept for themselves or any member of their families from any person or business entity that does or seeks to do business with BBBS any gifts, entertainment, or other favors of character that go beyond common courtesies consistent with ethical and accepted business practices.

Section 5. Policy. Directors and employees of BBBS will sign the conflict of interest policy then in effect for BBBS at the time of said Director's appointment or election to the Board or said employee's employment by BBBS. All Directors and employees of BBBS shall sign the conflict of interest policy as may be amended from time to time and, annually in January, shall sign any such policy in effect at such time.

## **ARTICLE VI OFFICERS**

Section 1. Officers. The officers of the Corporation shall consist of a President, Incoming President, Immediate Past President, Treasurer, and Secretary.

Section 2. Presidential Leadership Progression. The Corporation shall maintain a three-year presidential leadership progression consisting of: (1) Incoming President, (2) President, and (3) Immediate Past President. The Incoming President shall succeed to the office of President at the conclusion of the President's term, and the President shall thereafter serve as Immediate Past President.

Election to the office of Incoming President constitutes an intention to serve in all three presidential roles consecutively, absent good cause or Board-approved exception.

Section 3. President. The President shall serve as the principal governance leader of the Board; preside at all Board and Executive Committee meetings; maintain regular communication with the Executive Director; ensure effective Board governance processes; and support advancement of Board-approved strategic priorities.

The President shall serve as primary liaison between the Board and the Executive Director.

Section 4. Incoming President. The Incoming President shall prepare to assume the office of President; participate in Executive Committee leadership; lead special projects as assigned; and support succession planning and leadership continuity.

Section 5. Immediate Past President. The Immediate Past President shall provide advisory continuity; support leadership transition; and serve as institutional memory for governance decisions.

Section 6. Secretary. The Secretary shall keep the minutes of the meetings of the Board and Executive Committee and perform such other duties as required by the Board.

Section 7. Treasurer. The Treasurer shall be the custodian of any funds belonging to BBBS, shall oversee the proper recording of money received and disbursed, as well as the proper disbursement of funds subject to the approval and order of the Board.

Section 8. Term. The officers shall be elected annually for a one (1) year term. The term of the Incoming President, President, and Immediate Past President shall be one (1) year in each role, for a total anticipated leadership commitment of three (3) consecutive years.

The Governance Committee chairperson will submit a slate of officers to the Board at the Board's April meeting. Prior to this, the Governance Committee will entertain nominations for each office and will interview all nominees. The Governance Committee will then select the most qualified candidate for each office.

Elections and installation of officers shall be at the Annual Meeting each year. The Officers shall be elected annually for a one (1) year term. The roles of Incoming President, President, and Immediate Past President shall serve as stated in Section 6 of these Bylaws. The roles of Secretary and Treasurer may serve four (4) one (1) year consecutive terms with a maximum of four (4) terms in any one office.

Section 9. Election of Officers. The slate of officers shall be elected by a majority vote of the Directors present at the Annual Meeting.

Section 10. Vacancy or Withdrawal from Officer Role(s). An officer serving in any presidential role may request to step out of the leadership progression for good cause. The Board may approve such request and determine an appropriate succession plan.

The Board may remove or reassign any officer in accordance with the removal provisions of these Bylaws if it determines such action to be in the best interests of the Corporation.

## **ARTICLE VII COMMITTEES**

Section 1. Establishment of Committees. The standing committees of BBBS shall be the Executive Committee, the Governance Committee, and the Finance Committee. Each committee shall consist of no less than two (2) Directors.

Section 2. Executive Committee. The Executive Committee shall consist of the President, Incoming President, Immediate Past President, , Secretary, Treasurer, and Executive Director. The President shall act as the chairperson of the Executive Committee. The duties of the Executive Committee shall include, but not be limited to, performing an annual evaluation of the Executive Director, acting on behalf of BBBS and/or the Board in emergency matters, and performing such other duties as the Board shall reasonably require.

Section 3. Governance Committee. The Governance Committee shall consist of the President, Executive Director, and three (3) to four (4) Directors chosen by the President. The President shall act as the chairperson of the Governance Committee. The duties of the Governance Committee shall include, but not be limited to, the following: reviewing Board and BBBS practices; assessing governance issues relating to the Board and BBBS; overseeing development of BBBS' strategic plan; identifying, recruiting, nominating, and training new Directors; conducting planning to prepare for future Board leadership; annually developing and presenting a slate of Board officers for election; promoting and providing education about BBBS and governance to the Board; conducting annual Director assessments; organizing the annual Board retreat; and such other duties as the Board shall reasonably require.

Section 4. Finance Committee. The Finance Committee shall consist of the Treasurer, the Executive Director, and at least two (2) Directors chosen by the Treasurer. The Treasurer shall act as chairperson of the Finance Committee. The duties of the Finance Committee shall include, but not be limited to, the following: assisting the Executive Director in the development of an annual operating budget for BBBS; implementing, reviewing, and advising the Board about BBBS' investment policy and evaluating said policy; regularly reviewing BBBS' financial performance and reporting to the Board regarding same; coordinating and reviewing BBBS' annual audit/review; annually reviewing and monitoring BBBS' insurance programs and other financial obligations; reviewing BBBS' financial,

capital, and funding needs and reporting to the Board regarding same; participating in the long range planning process for BBBS; and such other duties as the Board shall reasonably require.

Section 5.     Additional Committees. The Board may create such additional committees and appoint such Directors and assign such duties and powers to said committees as the Board deems desirable in the interest of furthering the purposes or facilitating the administration of BBBS.

## **ARTICLE VIII EXECUTIVE DIRECTOR**

Section 1.     Executive Director. The Executive Director shall be hired by a two thirds (2/3) vote of the Board and shall have administrative control over agency activities and personnel under the direction of the Board. This administrative control shall include:

- A.     Organization, direction and supervision of the overall programs of BBBS.
- B.     Preparation of all phases of budgeting, subject to the approval of the Board.
- C.     Supervision of the professional and clerical staff.
- D.     Planning and maintaining a record-keeping system for all agency operations in accordance with Big Brothers Big Sisters of America’s “Standards of Practice for One-To-One Service.”
- E.     Promoting BBBS, its programs, and goals to the Greater Lafayette community, and professional and civic organizations.
- F.     Performance and completion of other duties as directed by the Board.
- G.     Communication with the national office of Big Brothers Big Sisters of America (“BBBSA”), their regional representatives and the Indiana State Alliance of Big Brothers Big Sisters.

Section 2.     Vacancy. In the event that the position of Executive Director shall be or become vacant for any reason, the President shall notify BBBSA of the vacancy and appoint an ad hoc search committee of no less than five Directors to solicit, screen, and interview candidates. The search committee shall recommend a candidate for hiring to the Board. Upon such recommendation, the candidate shall meet with the entire board and all of the staff. The recommendation shall be voted upon at the next meeting of the Board following the completion of the candidate’s meeting with the entire board and staff. Approval of any candidate to fill the position of Executive Director shall require the two thirds (2/3) vote of all of the Directors.

## **ARTICLE IX FUNDS**

Section 1.     Bank Account. All funds of BBBS shall be placed in a bank in the name of Big Brothers Big Sisters of Greater Lafayette, Inc.

Section 2.     Checks. All checks drawn on BBBS must have two (2) signatures. The following persons shall be authorized to sign checks on behalf of BBBS: Treasurer; President; ; and

Executive Director. Where an instrument is made payable to any of the aforesaid persons, the signature of two (2) persons not the person receiving payment shall be required on the instrument of payment.

Section 3.      Disbursement. Disbursement of funds will adhere to the Board approved Financial Management Policies.

## **ARTICLE X AFFIRMATIVE ACTION**

Section 1.      Affirmative Action. It is the policy of BBBS in Board membership, employment, and client/volunteer selection to comply with all appropriate state and federal requirements pertaining to non-discrimination on the basis of race, color, religion, creed, national origin, age, sex, or physical handicap and always to observe the spirit and philosophy of affirmative action. BBBS encourages the full input of all relevant minority and cultural groups to its deliberations and in its policy making. The actions of BBBS shall in all ways reflect sensitivity to the diverse groups within our pluralistic, democratic republic.

## **ARTICLE XI PURDUE STUDENT ASSOCIATION OF BIG BROTHERS BIG SISTERS**

Section 1.      Name. BBBS, with the permission and consent of BBBSA, authorizes the Purdue Student Association of Big Brothers Big Sisters (“PSA”) to use the name Big Brothers Big Sisters in its title.

Section 2.      University Organization. PSA shall be a student organization authorized by and under the primary control and/or oversight of Purdue University.

Section 3.      Purpose. The purposes of PSA are:

- A. To serve as an extension of the formal program administrated by BBBS.
- B. To promote recruitment of new Big Brothers and Big Sisters and to enhance and assist Purdue student volunteers.
- C. To assist financially or support BBBS when feasible through the purchasing of capital items and the sponsoring of fundraising events and other activities.
- D. To create, establish, and provide activities for Big Brothers and Big Sisters at Purdue University and the organization’s general membership.

Section 4.      Finances. PSA shall be responsible for its own finances and shall maintain financial records in accordance with the rules and regulations of Purdue University. BBBS and PSA shall not be held responsible for the financial obligations of the other. All proceeds from fundraisers hosted or performed by PSA specifically for BBBS shall be paid to BBBS.

Section 5.      Executive Director. Appropriate PSA officers and members will work closely with the Executive Director and/or his /her designated representative.

Section 6.      BBBS Board. One individual designated by PSA shall be a voting member of the Board.

Section 7.      Organizational Documents. PSA shall maintain its own constitution and bylaws, which are subject to the approval of the Purdue University Dean of Students and BBBS. PSA shall abide by these Amended Bylaws and all amendments, replacements, or restatements thereto or thereof.

**ARTICLE XII  
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 1.      Indemnification. BBBS shall indemnify any and all of its Directors, officers, former Directors, and former officers, to the full extent permitted under applicable law against all amounts incurred by them and each of them, including but not limited to expenses, legal fees, costs, judgments, fines and amounts paid in settlement which may be actually and reasonably incurred, rendered or levied in any threatened, pending or completed action, suit or proceeding brought against any of them for or on account of any action or omission alleged to have been committed while said person was acting within the scope of his or her duties as a Director or officer of BBBS and provided that said action or omission was performed or taken in good faith and in a manner reasonably believed to be in or not opposed to the best interests of BBBS. BBBS shall have no duty or obligation to indemnify any Director, officer, former Director, or form officer with regard to any malicious, grossly negligent, fraudulent, or criminal act.

**ARTICLE XIII  
MISCELLANEOUS**

Section 1.      Amendments. These Amended Bylaws may be amended by a majority vote of the Directors present at a meeting called for the purpose of voting upon said amendment(s). Notice of any proposed amendment shall be furnished to all members of the Board at least thirty (30) days in advance of the meeting.

Section 2.      Headings. The headings herein are inserted as a matter of convenience only, and do not define, limit, or describe the scope of these Amended Bylaws or the intent of the provisions hereof.

Section 3.      Execution of Contracts and Other Documents. Unless otherwise ordered by the Board, all written contracts and other documents entered into by BBBS shall be executed on behalf of BBBS by the President. The Board may authorize any officer or officers, agent or agents of BBBS, in addition to the officers so authorized by these Amended Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of BBBS. Such authority may be general or confined to specific instance.