

BYLAWS OF

VILLA LICCI, INC.

ARTICLE I

General

Section 1. Name. The name of the corporation is Villa Licci, Inc. (the "Corporation").

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December next succeeding.

ARTICLE II

Board of Directors

Section 1. Directors. Subject to the provisions of the Corporation's Articles of Incorporation (the "Articles") and these Bylaws, the affairs of the Corporation, including governance, advocacy, public image, fundraising, and service delivery, shall be managed, and controlled by, and under the supervision of, the Board of Directors. The Board shall manage the business of the corporation consistent with the Vision, Mission, Values, Goals, and Guiding Principles as defined by the attached addendum (VMVGGP addendum 6-30-22).

The members of the Board of Directors (the "Directors") shall number not less than three (3) nor more than seventeen (17), as designated by resolution of the Board of Directors from time to time. The Directors shall be appointed by the Board of

Directors. A Director may serve any number of consecutive or nonconsecutive terms, each of which shall continue for three (3) years, or such other period specified in the appointment, or until the Director's successor is appointed.

Section 2. Quorum and Voting. A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3. Regular Meetings. The Board of Directors may hold regular meetings, as fixed by these Bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as properly may come before the Board of Directors.

Section 4. Special Meetings. Notwithstanding the preceding Section 3 of this Article II, the Board of Directors may hold special meetings for any lawful purpose upon not less than two (2) days' notice, as described in Section 5 of this Article II, upon any call by the Chair or by two (2) or more members of the Board of Directors. A special meeting shall be held at such date, time, and place inside the State of Indiana or elsewhere as specified in the call of the meeting.

Section 5. Notice of Special Meetings. Oral or written notice of the date, time, and place of each special meeting of the Board of Directors shall be

communicated, delivered, or mailed by the Secretary of the Corporation, or by the person or persons calling the meeting, to each member of the Board of Directors so that such notice is effective at least two (2) days before the date of the meeting. The notice need not describe the purpose of the special meeting.

Oral notice shall be effective when communicated. Written, electronic, or telefaxed notice, where applicable, shall be effective at the earliest of the following:

- (a) When received;
- (b) Five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation;
- (c) On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
- (d) Thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified mail, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

Section 6. Waiver of Notice. Notice may be waived in a writing signed by the Director entitled to notice and filed with the minutes or the corporate records. Attendance at or participation in any meeting of the Board of Directors shall constitute a waiver of notice of such meeting unless the Director shall, at the beginning of the meeting or promptly upon the director's arrival, object to holding the meeting and not vote for or assent to any action taken at the meeting.

Section 7. Means of Communication. The Board of Directors, or a

committee thereof, may permit a Director or a committee member to participate in a meeting by or conduct a meeting through the use of any means of communication by which all Directors or committee members may simultaneously hear each other during the meeting. A Director or a committee member participating in a meeting by such means shall be considered present in person at the meeting.

Section 8. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each Director or committee member and if such written consent is included in the minutes or filed with the Corporation's records reflecting the action taken. Action taken by written consent shall be effective when the last Director or committee member signs the consent unless the consent specifies a prior or subsequent effective date. A consent signed as described in this Section 8 shall have the effect of a meeting vote and may be described as such in any document

Section 9. Resignation, Removal, and Vacancies. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, the Chair, or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Board of Directors, the Chair, or the Secretary. The acceptance of a resignation shall not be necessary to make it effective. A Director may be removed, with or without cause, only by a majority vote of the remaining Directors. Any vacancy on the Board of Directors

created by the resignation or removal of a Director shall be filled by the board, either the Board of Trustees of the Supported Organization or the Board of Directors of the Corporation, that appointed the vacating Director.

ARTICLE III

Officers

Section 1. In General. The officers of the corporation shall consist of a President (Chair), a Secretary, a Treasurer, and such other officers as the Board of Directors may otherwise elect. An officer may simultaneously hold more than one (1) office. Each officer shall be elected by the Board of Directors and shall serve for one (1) year, or such other period as prescribed by the Directors at the time of such election, and until the officer's successor is elected and qualified. An officer may, but need not, be a member of the Board of Directors. Any officer may be removed by the Board of Directors at any time, with or without cause. Any vacancy shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated and until his or her successor is elected and qualified.

Section 2. President (Chair). The President shall be the Chair of the Board of Directors of the Corporation, shall preside at meetings of the Board of Directors, and shall be responsible for implementing policies established by the Board of Directors. The President shall perform such duties usual to the position of President and such other

duties as the Board of Directors may prescribe.

Section 3. Secretary. The Secretary shall be the custodian of all papers, books, and records of the Corporation other than books of account. The Secretary shall prepare and enter in the minute book the minutes of all meetings of the Board of Directors. The Secretary shall authenticate records of the Corporation as necessary. The Secretary shall perform such duties usual to the position of Secretary and such other duties as the Board of Directors or the Chair may prescribe.

Section 4. Treasurer. The Treasurer shall prepare and maintain correct and complete records of account showing accurately the financial condition of the Corporation. All notes, securities, and other assets coming into the possession of the Corporation shall be received, accounted for, and placed in safekeeping as the Treasurer may from time to time prescribe. The Treasurer shall furnish, whenever requested by the Board of Directors or the Chair, a statement of the financial condition of the Corporation and shall perform the duties usual to the position of Treasurer and such other duties as the Board of Directors or the Chair may prescribe.

Section 5. Other Officers. Each other officer of the Corporation shall perform such duties as the Board of Directors or the Chair may prescribe.

ARTICLE IV

Committees

Section 1. Executive Committee. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate two (2) or more Directors of the Corporation to constitute an Executive Committee which, to the extent provided in such resolution and consistent with applicable law, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors. The Executive Committee shall be subject to the authority and supervision of the Board of Directors.

Section 2. Other Committees. The Board of Directors shall establish the following Committees: Internal Affairs, External Affairs, and Governance Committees. The Committees shall function as follows:

1. Internal Affairs Committee

The Internal Affairs Committee will tackle operating issues. This includes tasks like finance, investment, audit, accounting, human resources, and facilities. This committee should be staffed by the CFO and operations director if these jobs exist within the organization.

2. External Affairs Committee

This committee will handle external affairs like fundraising, PR, communications, programs and marketing. The Executive Director or CMO within the organization will Chair this committee.

3. Governance Committee

The Governance Committee is responsible for the overall health and operations of the board itself. This committee is responsible for finding new members, board

orientation and materials, and the performance evaluation of the board itself. This committee is staffed by the Executive Director and is accountable for the nonprofit board's overall effectiveness and key performance indicators.

4. Executive Committee

An Executive Committee may be composed of the Chairs of each of these committees, including the Board President. This committee usually deals with issues that arise between board meetings but should never be used to usurp the board itself. Instead, this committee should liaise with the Board President or Chairman and streamline communication between the three committees and the Executive Director between meetings.

The Board of Directors may establish other committees, in addition to the Executive Committee, to accomplish the goals and execute the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Members of such committees may, but need not, be members of the Board of Directors. A committee member appointed by the Board of Directors may be removed by the Board of Directors with or without cause.

ARTICLE V

Executive Director

Section 1. General Statement and Procedures.

In the sole discretion of the Board of Directors, the services of a professional, compensated Executive Director may be retained. This individual may also serve as Chief Executive Officer of Villa Licci. There shall be an annual review of the Chief Executive Directors' work product and performance in conjunction with the requirements set forth in the terms and conditions of the Executive Director's employment agreement, if any.

It is anticipated that the Chief Executive Director shall have primary responsibility for the overall mission of the organization, its operation and governance. The Chief Executive Director shall be the liaison between the Advisory Committee, comprised of parents of survivors, volunteers, staff and facilities operations.

The purpose of the Advisory Committee is to provide input to the Board of Directors regarding the business of Villa Licci, including strategy, design, operation, and management of the corporation. Members of the Advisory Committee shall be parents of children with a TBI, non-parental caregivers, TBI therapists and practitioners, leaders of TBI support groups as well as others who have a relevant perspective on the challenges of individuals with a TBI.

The members of the Advisory Committee shall number not less than three with the majority being parents of children who have suffered a TBI. Members of the Advisory Committee will be appointed by the Executive Committee. The chairman of the Advisory Committee shall be a parent of an individual with a TBI and shall be appointed by the Executive Committee. Members of the Advisory Committee shall have a term limit of one year. Members may serve multiple non-consecutive terms.

ARTICLE VI

Conflicts of Interest

Section 1. General Statement and Procedures. It is the policy of the Corporation and its Board of Directors that the Corporation's Directors, officers, and employees carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. The Corporation's Directors, officers, and employees shall have the continuing, affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the Corporation. This policy shall be further subject to the following principles:

- (a) Directors, officers, and employees of the Corporation shall conduct their duties with respect to potential and actual grantees, contractors, suppliers, agencies, and other persons transacting or seeking to transact business with the Corporation in a completely impartial manner, without favor or preference based upon any consideration other than the best interests of the Corporation.
- (b) Directors, officers, and employees of the Corporation shall not seek or accept for themselves or anyone else, from any person or business entity that transacts or seeks to transact business with the Corporation, any gifts, entertainment, or other favors relating to their positions with the Corporation that exceed common courtesies consistent with ethical and accepted business practices.
- (c) If a director, or a director's relative (the term "relative" includes spouses, ancestors, and descendants, whether by whole or half-blood), directly or indirectly owns a significant financial interest in, or is employed by, any business entity that transacts or seeks to transact business with the Corporation, the Director shall disclose

that interest or position and shall refrain from voting on any issue pertaining to the transaction.

- (d) Officers and employees of the Corporation shall not conduct business on behalf of the Corporation with a relative or a business entity in which the officer, employee, or his or her relative owns a significant financial interest or by which such officer, employee, or relative is employed, except where such dealings have been disclosed to, and specifically approved and authorized by, the Board of Directors of the Corporation.
- (e) The Board of Directors may require the Corporation's Directors, officers, or employees to complete annually (or as otherwise scheduled by the Board) a disclosure statement regarding any actual or potential conflict of interest described in these Bylaws. The disclosure statement shall be in such form as may be prescribed by the Board and may include information regarding a person's participation as a director, officer, or employee of any other nonprofit organization. The Board of Directors shall be responsible for oversight of all disclosures or failures to disclose and for taking appropriate action in the case of any actual or potential conflict of interest transaction.

Section 2. Validity of Actions. The failure of the Corporation, its Board of Directors, or any or all of its Directors, officers, or employees to comply with the conflict-of-interest provisions of these Bylaws shall not invalidate, cancel, void, or make voidable any contract, relationship, action, transaction, debt, commitment, or obligation of the Corporation that otherwise is valid and enforceable under applicable law.

ARTICLE VI

Indemnification

Section 1. Indemnification by the Corporation. To the extent not

inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereto or (b) if not wholly successful, then if such person is determined (as provided in Section 3 of this Article VI) to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation), and, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that his or her conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding by judgment, settlement (whether with or without court approval), or conviction, or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article VI.

Section 2. Definitions.

- (a) As used in this Article VI, the phrase "claim, action, suit, or proceeding" shall include any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding and all appeals thereof (whether brought by or on behalf of the Corporation, any other corporation, or otherwise), whether formal or informal, in which a person

(or his or her heirs or personal representatives) may become involved, as a party or otherwise:

- (i) By reason of his or her being or having been a director, officer, employee, or agent of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or
 - (ii) By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Corporation, or
 - (iii) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.
- (b) As used in this Article VI, the terms "liability and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.
- (c) As used in this Article VI, the term "wholly successful" shall mean
- (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity provided in this Article VI, of a settlement of any action, suit, or proceeding, or (iii) the expiration of a reasonable time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification under this Article VI (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification if (a) special independent legal counsel, which may be regular counsel of the Corporation or any other disinterested person or persons, in either

case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "referee"), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in Section 1 of this Article VI and (b) the Board of Directors, acting upon such written finding so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions that the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions, or other evidence in anyway relevant to the referee's findings that is within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article VI shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article VI, the Board of Directors may, at any time and from time to time, approve indemnification of Directors, officers, employees, agents, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior

to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article VI and insurance protecting the Corporation's Directors, officers, employees, agents, or other persons.

ARTICLE VII

Contracts, Checks, Loans, Deposits, and Gifts

Section 1. Contracts. The Board of Directors may authorize one (1) or more officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 3. Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 4. Deposits. All funds of the Corporation shall be deposited to its credit in such bank, banks, or depositories as the Board of Directors may designate. Such designation may be general or confined to specific instances.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

ARTICLE VIII

Rules of Order

Robert's Rules of Order shall govern this Corporation where they do not conflict with the laws of the State of Indiana.

ARTICLE IX

Amendments

The power to make, alter, amend, or repeal the Bylaws is vested in the Board of Directors of the Corporation.

CERTIFICATION

As Secretary of the Corporation, I do hereby certify that the above is a true, correct and complete copy of the Bylaws of the Corporation, unanimously adopted by the Board of Directors of the Corporation on September 7, 2022, all the Directors being present in person.

Secretary