

**SECOND AMENDED AND RESTATED BYLAWS
OF
OLD CAPITAL SADDLE CLUB, INC.**

Effective January 16, 2025

ARTICLE I - NAME

The name of this club shall be OLD CAPITAL SADDLE CLUB, INC., an Indiana non-profit domestic corporation (hereinafter referred to as the “Club”).

ARTICLE II - PURPOSE

The express purpose of the Club is to teach the fundamentals and safety of equestrian sports to the children and adults of the community through sporting events and social gatherings.

The objective of this Club is to create, stimulate and maintain interest in horses and horseback riding in and about Corydon, Indiana; to obtain the best possible facilities therefore; to provide and maintain good fellowship; and to work together for the common advantage of all who participate in horsemanship.

ARTICLE III - MEETINGS

Section 1. This Club shall meet at the date designated by the Officers and Board of Directors.

Section 2. At least ten (10) voting members in good standing, who are present in person shall constitute a quorum of all Club meetings.

Section 3. The fiscal year of this Club shall be from January 1 through December 31.

Section 4. The November meeting of the fiscal year shall be the annual meeting at which time the election of officers will take place.

Section 5. Special meetings of the membership may be called by the President or Board of Directors when urgency and importance of business warrants such action. Notice of special meetings shall be given by mailing the same at least ten (10) days before, or by telephoning or delivering electronically or personally the same at least three (3) days before, the meeting to the members. Such Notice shall state the place, day and time of the meeting, and the purpose or purposes for which the special meeting is called.

Section 6. Any member in good standing may attend and observe board meetings, except during executive session, and may review regular meeting minutes once approved by the Board. Members may speak at board meetings during the Member Forum.

ARTICLE IV - ELECTIONS

Section 1. The election of officers shall be held at the annual meeting.

A. Prior to the election, the President shall appoint three (3) members to act as a nominating committee to nominate a ticket for officers and a Board of Directors for the following year.

1. No member of the Club shall be nominated for any office without their consent. The nominated member must be in good standing and must have been a member for at least one (1) year prior to the election and be at least eighteen (18) years of age on January 1 of the year elected to serve.

B. Said nominating committee shall present the names of the nominees at the annual meeting. All officers shall be elected by secret ballot. The candidate receiving a plurality vote shall be considered elected. Only members in good standing who are physically present at the annual meeting may vote.

C. Nominations from the floor at the annual meeting for any of the offices will be asked for and accepted when presented by a member of the Club in good standing. These names will be added to the official ballot which will be presented to the members of the Club who are present at the meeting for a vote.

D. The newly elected officers and the retiring President will automatically be on the Board of Directors. The remaining six (6) members of the Board of Directors shall be included on the nominating ticket and elected by a plurality vote as the Officers in Section 1(B).

1. In the event that a retiring President should run for another office and be elected to an office other than President, the Board of Directors shall consist of seven (7) members elected by plurality vote as the officers in Article IV, Section 1(B).

2. In the event that the retiring President should run for another office and not be elected to the office, Article IV, Section 1(D) will be in effect excluding Article III, Section 1(D)(1).

E. In case of a tie vote between three (3) or more people, a tie-breaking vote will be conducted between those individuals. The President will flip a coin to decide the winner if only two are tied.

ARTICLE V - MEMBERSHIP

Section 1. Anyone who is of good moral character, who rides a horse, or is interested in equestrian sports, will be eligible for membership.

Section 2. Application for membership, properly filled in, must be presented with dues for one (1) calendar year to the Secretary by the member sponsor and announced at the first regular member meeting of the Club following receipt of the application. Applicants shall be elected to membership by a majority vote of the members present. If the applicant is accepted by the member vote, they shall receive a membership card, a copy of the Bylaws shall be made available, and thereupon be a member of the Club.

A. A prospective member is to appear before the Club or a Club member must sponsor them and attest to their character and actions when the prospective member's application is presented to the Club at a regular meeting.

B. A family membership shall consist of all members of a family that reside in the same household as well as any youth eighteen (18) years or younger as of January 1. Membership exceptions will be at the discretion of the Club by majority vote of its membership at a regular club meeting.

1. Any membership card received as part of a family membership that violated these requirements is null and invalid.

C. An active member pledges themselves to abide by the Bylaws of the Club; to accept any office to which they may be elected; and to perform to the best of their ability all work assigned to them and to be prompt and regular in attendance.

D. Any active member may vote on the acceptance of new members and the annual election of Officers and Board Members provided they are sixteen (16) years of age or over. Persons under sixteen (16) years of age are not eligible to vote and shall be considered Junior Members.

E. Any single capital expenditure over Five Thousand Dollars (\$5,000.00), by recommendation of the Board of Directors, shall be brought to the active members for vote by a majority of the members present.

Section 3. Honorary memberships may be conferred for one (1) year by the vote of two-thirds (2/3) of the members present at the regular member meeting.

Section 4. The dues of the Club shall be \$50.00 per year for family membership and \$35.00 per year for single memberships.

A. All renewal dues are payable from November 1 to March 31 of the membership year. Any member whose dues are not paid during that time will be terminated from membership.

B. Anyone paying dues as set forth in Section 4(A), will be a member for the following year.

C. Any application for renewal received after March 31 shall be considered a new membership application and subject to Section 2 and its subsections under this Article.

ARTICLE VI – OFFICERS

Section 1. The Officers of the Club shall be the President, Vice President, Secretary and Treasurer, and shall be elected at the annual meeting for a period of one (1) year and shall constitute the Executive Committee of the Club.

Section 2. The regular term of the office of all Officers shall commence January 1.

Section 3. A vacancy occurring in any office shall be filled by election of the Club at the following meeting with the exception of the President which shall be filled by the Vice President. A member elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

Section 4. No person shall hold the same office more than three (3) years consecutively.

Section 5. Any Officer who does not attend three (3) consecutive Board of Directors meetings without legitimate cause may be terminated at the discretion of a majority vote of the Board.

ARTICLE VII - DUTIES OF OFFICERS

Section 1. The President, or in their absence, the Vice President, shall preside at all meetings of the Club and shall perform all duties assigned by custom to that office. They shall appoint all committees, except the Executive Committee, as defined by Article VI and which shall be elected as provided for in Article IV of the Bylaws.

A. It shall be the duty of the President to sign, with the Treasurer, ALL written contracts and obligations of the Club. These contracts and obligations shall be attested to by the Secretary.

B. The President shall appoint any committee and its chairperson they deem necessary for the Club activities.

C. The office of Historian shall be appointed by the President. The Historian shall keep records of the officers, committees, past and present happenings of the Club and its members and any matters pertaining to the history of the Club and shall keep a yearly scrapbook and/or file of such.

Section 2. The Vice President shall act as aide to the President and shall perform the duties of the President in the absence of that officer. The Vice President shall be chairman of the 100 Mile Trail Ride Committee. In the absence of the President and Vice President, the presiding person shall be as per Robert's Rules of Order.

Section 3. The Secretary shall keep the minutes, a current and accurate list of Club members along with addresses of said members, attend to the correspondence, give all official notices and have charge of all records and legal documents of the Club. They shall be ex-officio secretary of all committees. They shall perform such other duties as may be prescribed by the Club.

Section 4. The Treasurer shall be the custodian of all funds of the Club and shall expend them subject to its order. The Treasurer shall sign all checks for the organization, pay all bills owed by the Club, and ensure all necessary documents are provided to file annual tax returns. The Treasurer shall collect all dues and monies owed to the Club and keep an itemized and accurate account of all receipts and disbursements and present a report of the same at each monthly meeting. The Treasurer shall also keep an accurate list of all members who pay their dues.

Section 5. The immediate past Treasurer's Annual Report shall be made at the February meeting following the end of the Treasurer's term in order that all matters pertaining to the term may be resolved. The past Treasurer shall also cooperate with the newly elected Treasurer during this period.

A. The books in which the Treasurer's report of receipts and disbursements for the year have been kept, together with warrants, vouchers and annual itemized account of the Treasurer may be submitted to audit. An annual auditing of the accounts of the Treasurer shall be made by such person as may be designated by the Board of Directors at the close of each calendar year. The audit report shall be submitted to the Club at their February meeting. Such accountant shall be a disinterested person; not a member of the Club.

B. The Treasurer of the Club shall give a surety bond to be furnished at the expense of the Club for the faithful discharge of their duties.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The Board of Directors shall be as set forth in Article IV, Section D, and shall be elected at the annual meeting for a period of one (1) year.

Section 2. The regular term of the office of all Board members shall commence January 1.

Section 3. At each meeting of the Board of Directors, the presence of six (6) persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote. The act of the majority of the Board members present at a meeting in which there is a quorum shall be the act of the Board unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board if during the meeting they are present via telephone or web conferencing with the other Board members participating in the meeting.

Section 4. Each Board member shall only have one vote and shall not be allowed to vote by proxy.

Section 5. An elected Board member who is absent from three (3) consecutive regular meetings of the Board shall be encouraged to reevaluate with the Chair of the Board their

commitment to the Club. The Board may deem a Board member who has missed three (3) consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

Any Board member who does not attend three (3) consecutive Board of Directors meetings without legitimate cause for absence may be terminated at the discretion of a majority vote of the Board.

Section 6. A board member may be removed, with cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds (2/3) majority of then-serving Board members.

ARTICLE IX - DUTIES OF BOARD OF DIRECTORS

Section 1. The duties of the Board of Directors shall be the running of the day-to-day responsibility of the Club and grounds, such as, but not limited to, purchasing of supplies, materials and legal obligations. The Board of Directors cannot sell or disperse of the Club's real property and/or buildings without the approval of two-thirds (2/3) vote of current Club members. Any expenditures of the Club's funds approved by the membership which are over Five Thousand Dollars (\$5,000.00) can be rejected or approved by the Board of Directors. If it is not approved, the purchase will not be made.

Section 2. The Board of Directors is responsible for setting annual amounts for Club sponsorships and charitable donations. It is suggested that the Board members use a percentage of the previous year's income which exceeds expenditures to set those limits. The percentage amount cannot exceed ten percent (10%).

A. Recipients of Club sponsorships can receive only one grant annually.

B. Recipients of Club donations can receive one donation annually.

C. If special circumstances or needs exist to provide more for either A or B above, the Board of Directors must approve that request before a check to that person/cause can be provided.

ARTICLE X – COMMITTEES

Section 1. The President shall establish any committee and its chairperson as they deem necessary for the Club activities.

Section 2. All committee members must be current members of the Club in good standing.

Section 3. Committee members will be appointed by committee chairman and must be approved by the Board of Directors. All committees shall consist of no less than three (3) members and shall appoint their own Secretary. Committees must submit copies of their minutes to the Club Secretary and added to the Club minutes.

Section 4. These committees shall have those duties as prescribed or granted to them by the Board of Directors. Committees shall advise the Board of Directors on matters relative to their

committee assignments. They also will evaluate their program areas, prioritize needs, make proposed annual and/or long-range plans, and present these findings to the Board of Directors. The report and plans will be approved or disapproved for action during the year or year(s).

Section 5. Subsequently, each committee has the authority to carry out their approved plans within the limits set up by the Board of Directors. Timely reports of committee projects and actions shall be given to the Board of Directors upon request.

Section 6. Standing committees may include, but are not limited to: Grounds, Nominating, Education Assistance Fund, Short Show, Buckle Series, Obstacle Challenge, Kitchen, and 100 Mile Trail Ride.

These committees serve for the duration of the special issue or until replaced or until the committee is disbanded.

Section 7. The Executive Committee (President, Vice President, Secretary and Treasurer) and shall be ex-officio members of all committees.

ARTICLE XI – EDUCATION ASSISTANCE FUND

Section 1. Old Capital Saddle Club Education Assistance Fund is available to all eligible Club members each year. Members may not receive this gift more than once in their lifetime.

Section 2. The maximum age of eligibility is twenty-two (22) years of age at the time of enrollment in post-secondary or trade school program for year 2024. Beginning 2025, the maximum age shall be nineteen (19) years.

Section 3. Applicant must apply by October 1 of the year of request and provide the following proof of eligibility:

A. Proof of high school graduation, diploma, or GED certificate.

B. Proof of enrollment and payment to an accredited post-secondary education or trade school program.

C. Proof of Old Capital Saddle Club membership for current and previous years.

Section 4. The Education Assistance Fund gift will be presented to accepted individuals at an Education Assistance Fund event and fundraiser in November of each year.

Section 5. The Education Assistance Fund Committee is to consist of four (4) members and the current Club President.

Section 6. The Fund amount on January 1 will be the allocated funding for the formula to be used for distribution. There will be a separate bank account to be used solely for the Education

Assistance Fund. All funds distributed from this account will be signed by the President and Treasurer with written confirmation from the Education Assistance Fund Committee.

Section 7. The Fund will be disbursed accordingly:

A. Funding will be given to the individuals who provide the required documentation at an event in November of the year requested.

B. The individual can only receive the funding one (1) time.

C. Applications will be made by application with supporting documentation by October of each year requested. Personal appearance for acceptance with a presentation on involvement with Old Capital Saddle Club is highly encouraged and favorable for future recipients and future fund-raising efforts.

D. The individual will receive 0.5% for each year they have been a member of the Club up to the recipient's maximum amount of five hundred dollars (\$500). For example: The Fund has \$10,000 on January 1, and the recipient has been a member for five (5) years. $\$10,000 \times 0.5\% (.005) = \50×5 (number of years as a member) = \$250.

ARTICLE XII - DISSOLUTION

In the event of the dissolution of Old Capital Saddle Club, Inc., all properties and money, real and personal, after all liabilities are satisfied, shall be sold at appraised market value or higher to the highest bidder. Proceeds will revert equally to the Harrison County branches of the American Cancer Society, American Heart Association, Diabetes Association, Multiple Sclerosis Society, and Southern Indiana Hospice, to be used in Harrison County, Indiana. If one no longer exists, that share shall be divided between the ones that still exist.

ARTICLE XIII - ORDER OF MEETINGS

1. Call meeting to order.
2. Reading of the minutes of previous meetings.
3. Treasurer's Report.
4. Outstanding Bills.
5. Committee Reports.
6. Officer's Reports.
7. Old and Unfinished Business.
8. New Business.
9. Correspondence.
10. Adjournment.

ARTICLE XIV – CONDUCT

Section 1. All members shall conduct themselves in respectful and courteous manner at all times while attending or participating in a Club function.

Section 2. Conduct by Club members, non-members, exhibitors, spectators, and all other persons present on the Club event grounds or facilities shall be orderly, responsible, sportsmanlike, and humane in the treatment of horses. Any of these violations will be subject to disciplinary procedures. Unsportsmanlike conduct or any other form of misconduct that is irresponsible, illegal, indecent, profane, intimidating, threatening, or abusive will not be tolerated. Show management may immediately expel any individual exhibiting unsportsmanlike conduct from the show grounds without exhibitor recourse and shall file a written report with the Club concerning the conduct in question.

Section 3. There shall be no alcoholic beverages and/or controlled substance at any Club meeting or event, either business or social, held on Club grounds.

Section 4. The following shall be considered violation of this Article:

- A. Physical or verbal altercation or assault on any member, guest, or judge.
- B. Blatant animal abuse;
- C. Destruction or misappropriation of club property;
- D. Any act causing or promoting disunity among members of the Club may be excluded from the Club by a majority vote of the members.

Section 5. Any member violating these Articles may be excluded from the Club by a majority vote of the members.

Section 6. Any person who accepts the privileges extended by the Club, including participating in any activities, shall be deemed to have given their consent of the provisions relating to the disciplinary procedures and all other provisions of these Bylaws.

Section 7. When an exhibitor, owner or trainer is guilty of unsportsmanlike conduct, such person is subject to disciplinary action by the Club, including, but not limited to, fines and/or suspension.

ARTICLE XV - DISCIPLINE

Section 1. Club membership carries responsibilities as well as certain rights. Any member may be disciplined, fined, or have their membership revoked or suspended for good cause. The Executive Committee may deny membership when it, in its sole discretion, establishes that a member or non-member is not a worthy candidate.

Section 2. Anyone who becomes a Club member is subject to all portions of the Bylaws and accepts and agrees to be bound by all the Bylaws.

Section 3. Anyone who becomes a Club member or is subject to any portion of the Bylaws renounces any recourse which they may have against the Club in connection with the enforcement of those rules. This would include any associated or related corporation, trust, or other business entity.

Section 4. Any member and any non-member who violates in any manner the rules and/or regulations of the Club; whose practices in supplying information for the Club records or whose conduct has endangered or may endanger the good order, welfare or credit of the Club, or who is convicted in a court of law for cruelty to animals, and upon submission of certified evidence of such conviction from any court, may be censured, suspended or, in the case of a member, expelled from the membership in the Club and denied privileges of the Club, including without limitations the generality of the foregoing.

Section 5. Any person writing checks from closed accounts will only be able to pay by cash. No personal or company checks will be accepted.

ARTICLE XVI - PROTEST AND COMPLAINT FILING

Section 1. When a member in good standing believes that the conduct of another member or non-member warrants disciplinary action, they must file a valid written, signed protest or complaint with the Board of Directors within ten (10) days of the actual incident, and/or within ten (10) days of having gained knowledge of an incident. The Club may act on infractions outside of ten (10) days to protect the integrity of the Club, welfare of the horse, or safety of Club members.

Section 2. Protest and complaint submissions are not considered valid without appropriate information. Requirements to properly submit a protest or complaint include:

- A. Name of accused;
- B. Event name, date and location;
- C. Accused allegation and section of the Bylaws violated;
- D. Witness list and contact information;
- E. Detailed description and/or evidence of the allegation or complaint;
- F. \$100.00 non-refundable filing fee.

Protest and complaint filing for which the \$100.00 filing fee is waived:

A. A complaint filed by a Committee Chair if the alleged violation falls within that committee's domain.

B. A complaint filed by a ring steward or show representative involved as an official at an event if the ring steward or show representative is not directly involved as an exhibitor of the particular class in question. The complaint must be regarding an alleged behavior at the event in question.

C. A complaint filed by a show manager or show secretary who is involved as an official at an event.

Section 3. Prior history may be considered for all disciplinary actions.

Section 4. The Board of Directors may, by giving written notification, temporarily suspend a member for any action considered egregious affecting further Club privileges until the Board can hear the matter and take appropriate action, if deemed necessary.

ARTICLE XVII - HEARING

Section 1. The Board of Directors is the forum which is responsible for instituting hearings and/or reviewing evidence of alleged rule violations or assigning committees to do so regarding such alleged violations be members or non-members. Members may be disciplined, suspended or expelled from the Club, and non-members may be denied any or all Club privileges. Applications for membership may be denied.

Section 2. Proof necessary to establish a rule violation or that quantum of proof which would lead a reasonable person to believe that matter alleged in the notice of hearing is established by creditable evidence admitted before the Board. A majority vote by the Board shall be determination of guilt and its decisions and actions shall be final and binding on all parties.

Section 3. Any party requested to attend a hearing by the Board, or appropriate committee appointed by the Board, shall be given no less than fifteen (15) days written notice of time and place of hearing. Such parties involved in hearing may attend in person and/or be represented by counsel to be heard and present evidence and to hear and refute evidence offered against them.

Section 4. Reinstatement privileges shall be considered, upon written request from suspended parties, providing just cause can be demonstrated by suspended party. The decision to consider reinstatement shall be made by the Board. Reinstated parties may be placed on probation for any amount of time as determined by the Board. Probationary periods may be waived as seen fit by the Board.

Section 5. Every member, by joining the Club and every non-member filing an application for membership, or participating in Club-approved events, does hereby agree to the following:

- A. If unsuccessful in a lawsuit, if filed, attempting to overturn a Club decision, actions, rule or regulations, the person(s) shall reimburse the Club for reasonable attorney's fees, court costs and other expenses in defense of such suit; and
- B. That they will not commence any action, whether law or equity, against the Club in any courts other than those federal and state courts in Harrison County, Indiana.

ARTICLE XVIII - SUSPENSION

Section 1. On or after such time as any person has been suspended, expelled or denied Club privileges, in addition to other provisions of the Bylaws, the following restrictions shall apply:

That person shall not participate, and shall be ineligible to participate, in any Club-approved event.

ARTICLE XIX - SHOW AND EXHIBITOR ETHICS

Section 1. Establishing and maintaining public confidence in the professionalism, honesty, ability and integrity of the Club is fundamental to the future success of the Club. As a condition of Club membership, all involved agree to conduct themselves in an honorable and professional level and to abide by rules and regulations of the Club. By doing so, these persons give notice that they recognize the vital need to preserve and encourage fair and equitable practices among all who participate within the Club.

Section 2. Unsportsmanlike Conduct: Conduct by Club members, non-members, exhibitors, spectators, and all other persons present on the Club event grounds or facilities shall be orderly, responsible, sportsmanlike, and humane in the treatment of horses. Any of these violations will be subject to disciplinary procedures. Unsportsmanlike conduct or any other form of misconduct that is irresponsible, illegal, indecent, profane, intimidating, threatening, or abusive will not be tolerated. Show management may immediately expel any individual exhibiting unsportsmanlike conduct from the show grounds without exhibitor recourse and shall file a written report with the Club concerning the conduct in question.

ARTICLE XX - REINSTATEMENT GUIDELINES

Section 1. Members who are suspended for any reason must pay the Club a One Hundred Dollar (\$100.00) fee to reinstate their membership.

Section 2. Members who have received disciplinary action and/or suspension will lose privileges for the duration of the disciplinary period for a minimum of sixty (60) days.

Section 3. All disciplinary and/or suspended members must reapply to regain privileges once disciplinary period is concluded. To reapply, the member must request in writing to the Board of Directors.

ARTICLE XXI - LIABILITY

Section 1. The Club shall not be held responsible for injury to either person or animal or for damages to personal property at any Club gathering.

Section 2. All members participating in events, shows, clinics, or other use of the Club grounds or arena understand that they are participating in a sport which contains dangers, and risks may arise, including, but not limited to, accidental injury. In consideration of the right to participate in these events and services provided by the Club and its agents, members assume the risks associated with such events.

Section 3. Each Officer and Board of Directors shall be indemnified by the Club against any and all liability and expenses reasonably incurred by them in connection with the defense of any action, suit, or proceeding in which they may be made a party by reason of their being, or having been, a member of the Board of Directors or an Officer of the Club except in relation to

matters which shall have been occasioned by the willful misconduct or dishonesty of such a director or officer.

Section 4. The Club shall provide Officers and Board of Directors with liability insurance at the expense of the Club.

ARTICLE XXII– AUTHORITY

The authority of this Club shall be Robert’s Rules of Order or any similar book of parliamentary procedure.

ARTICLE XXIII – RECORDS AND REPORTS

Section 1. The Club shall keep at its principal office the original or copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Section 2. The Club shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three (3) years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 3. The Club shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Club. The minutes shall be kept in written or typed form, and other books and records shall be kept in either written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Club shall turn over to their successor, or the Chair of the Board or President, in good order, such Club monies, books, records, minutes, lists, documents, contracts or other property of the Club as have been in the custody of such officer, employer, or agent during their term of office.

ARTICLE XXIV - AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION

The Articles of Incorporation and Bylaws of the Club may be amended by two-thirds (2/3) vote of the members present at the Annual (November) meeting or by two-thirds (2/3) vote of the members present at any special meeting, provided that ten (10) days’ notice in writing of the intention to meet and amend is mailed to the members.

ARTICLE XXV- ARTICLES OF INCORPORATION & BYLAWS

This set of Second Amended and Restated Bylaws replace and supersede any and all prior Bylaws, Constitutions and Articles, other than the Articles of Incorporation currently on file with the Indiana Secretary of State. Any prior Bylaws, Constitutions and Articles are hereby expressly revoked and replaced by these Second Amended and Restated Bylaws, other than the Articles of Incorporation currently on file with the Indiana Secretary of State.

ARTICLE XXVI – SEVERABILITY

If any section of any part of these Bylaws or the application thereof to any person or circumstance is held invalid, such invalidity shall not affect the other sections, parts or application of these Bylaws which can be given effect without the invalid section of any part and to this the provisions of these Bylaws are severable.

ARTICLE XXVII – DEFINITIONS

The masculine form of any word used throughout this document shall also mean and apply to the feminine.

EXECUTED on this 16th day of January, 2025, in the County of Harrison, in the State of Indiana.

/s/ Lance Kingrey

LANCE KINGREY, President

/s/ Lola Goodson

LOLA GOODSON, Secretary