BYLAWS

Emma Barnett Legacy Foundation, Inc.

ARTICLE I — NAME AND PURPOSE

Section 1.1 — Name. The name of the corporation is Emma Barnett Legacy Foundation, Inc. (the "Corporation").

Section 1.2 — Purpose. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding provision of future federal tax law.

The Corporation's charitable activities may include, but are not limited to, providing scholarships and educational opportunities; supporting mental health, addiction recovery, outdoor recreation, community connection, friendship, and individual and community well-being; conducting charitable events and activities in furtherance of its mission and in honor of Emma Barnett; and providing grants or other charitable assistance to qualified organizations whose activities are consistent with the Corporation's charitable purposes.

Section 1.3 — Limitations. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private individual, except that the Corporation may pay reasonable compensation for services rendered and make payments in furtherance of its charitable purposes.

The Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office, and shall not conduct activities inconsistent with its status as an organization described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II — MEMBERS

Section 2.1 — No Members. The Corporation shall have no statutory members. All corporate powers shall be exercised by or under the authority of the Board of Directors.

ARTICLE III — BOARD OF DIRECTORS

Section 3.1 — Authority. The Board of Directors (the "Board") shall have ultimate authority and responsibility for the management, direction, property, affairs, activities, and finances of the Corporation, subject to applicable law, the Articles of Incorporation, and these Bylaws.

Section 3.2 — Initial Board. The initial Board shall consist of five (5) Directors.

Section 3.3 — Expansion of Board. The Board may increase or decrease the authorized number of Directors by a vote of at least 67% of the entire Board, provided that the Board shall at all times have at least three (3) Directors unless otherwise permitted by applicable law.

Section 3.4 — Qualifications. There shall be no requirement that Directors be related or unrelated to Emma Barnett, and no person shall be disqualified from serving as a Director solely because of a family

relationship with another Director. All Directors must support the charitable purposes of the Corporation and comply with these Bylaws, the Conflict of Interest Policy, and applicable law.

Section 3.5 — Election of Directors. Directors shall be elected by the existing Board. Election of a Director shall require approval by a majority of the Directors entitled to vote, unless these Bylaws require a greater vote for a particular action.

Section 3.6 — Terms. Each Director shall serve a three-year term unless earlier removed, resigns, or otherwise ceases to serve. Directors may serve an unlimited number of consecutive terms. The Board may establish staggered terms as necessary to maintain continuity.

Section 3.7 — Resignation. A Director may resign at any time by providing written notice to the President or Secretary. The resignation shall become effective upon receipt unless a later effective date is specified.

Section 3.8 — Vacancies. Any vacancy on the Board may be filled by a majority vote of the remaining Directors, even if fewer than a quorum remain, subject to applicable law. A Director elected to fill a vacancy shall serve for the remainder of the predecessor's unexpired term unless otherwise determined by the Board.

Section 3.9 — Removal. A Director may be removed from office by the unanimous affirmative vote of all other Directors then serving, excluding the Director whose removal is being considered. The Director subject to removal shall not vote on the matter and shall not be counted in determining the required unanimous vote. The Board shall provide the Director with reasonable notice of the proposed removal and an opportunity to be heard before the Board makes its decision, except where applicable law permits or requires otherwise. Upon the required vote, the removal shall be effective immediately unless the Board specifies a later effective date.

ARTICLE IV — BOARD MEETINGS

Section 4.1 — Regular Meetings. The Board shall meet as often as reasonably necessary to conduct the business of the Corporation. There is no required minimum number of regular meetings beyond the annual meeting described below, unless otherwise required by law.

Section 4.2 — Annual Meeting. The annual meeting of the Board shall be held during the month of January on a date selected by the Board. The annual meeting shall include, as appropriate, review of the Corporation's finances, programs, scholarships, grants, fundraising activities, officers, and strategic direction.

Section 4.3 — Special Meetings. Special meetings may be called by the President or by any two Directors.

Section 4.4 — Notice. Unless waived by the Directors, notice of a Board meeting shall be provided at least two weeks in advance. Notice may be provided by email or another reasonable electronic or written method.

Section 4.5 — Waiver of Notice. A Director may waive notice of a meeting in writing or by attending the meeting without objecting to the lack of notice.

Section 4.6 — Remote Participation. Directors may participate in meetings by telephone, video conference, or other electronic communication through which all participating Directors can simultaneously communicate with one another. Participation electronically shall constitute presence at the meeting.

Section 4.7 — Quorum. A majority of the Directors then serving shall constitute a quorum. Directors who are absent shall not be counted as abstaining and shall not be counted as votes cast.

Section 4.8 — Voting. Except where these Bylaws or applicable law require a greater vote, an action shall be approved by a majority of the votes cast by Directors present and entitled to vote at a meeting where a quorum exists. A Director present at a meeting who chooses not to vote shall be recorded as abstaining. An abstention shall not constitute an affirmative or negative vote.

Section 4.9 — Presidential Casting Vote. Each Director shall have one regular vote. If the votes cast on a matter result in a tie, the President shall have one additional casting vote solely for the purpose of breaking the tie. The President shall not have a second vote unless a tie exists. If the President is absent or is disqualified from voting because of a conflict of interest, the Vice President may exercise the casting vote. If neither the President nor Vice President is eligible to exercise a casting vote, the motion shall fail unless otherwise resolved in accordance with applicable law.

Section 4.10 — Action Without Meeting. To the extent permitted by Indiana law, the Board may take action without a meeting through written or electronic consent of the number of Directors required to approve the action.

Section 4.11 — Minutes. The Secretary shall maintain minutes of Board meetings and records of significant Board actions.

ARTICLE V — OFFICERS

Section 5.1 — Officers. The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. The Board may establish additional officer positions as needed.

Section 5.2 — Election and Terms. Officers shall be elected annually by the Board at the annual meeting or at another meeting designated by the Board. Officers shall serve one-year terms and may be reelected without limitation.

Section 5.3 — Vacancies. If an officer position becomes vacant, the Board may elect a replacement to serve the remainder of the unexpired term. The Board may leave the Treasurer position vacant temporarily until it determines an appropriate person to serve.

Section 5.4 — Removal of Officers. An officer may be removed from office by a majority vote of the Board whenever the Board determines that removal is in the best interests of the Corporation, subject to applicable law. Removal as an officer does not automatically remove the person from the Board of Directors.

Section 5.5 — Multiple Offices. A person may simultaneously hold more than one officer position if elected by the Board, to the extent permitted by applicable law.

ARTICLE VI — DUTIES OF OFFICERS

Section 6.1 — President. The President shall preside over Board meetings; provide leadership to the Corporation; help establish agendas and priorities; execute documents authorized by the Board; oversee implementation of Board decisions; and perform other duties assigned by the Board.

Section 6.2 — Vice President. The Vice President shall assist the President and perform the duties of the President when the President is absent, unavailable, or unable to serve. The Vice President may exercise the President's casting vote as provided in these Bylaws.

Section 6.3 — Secretary. The Secretary shall maintain corporate records; maintain Board meeting minutes; provide required notices; maintain official governance documents; and perform other duties assigned by the Board.

Section 6.4 — Treasurer. The Treasurer shall oversee the financial affairs of the Corporation, including monitoring financial records, presenting financial reports to the Board, helping oversee the annual budget, assisting with banking and accounting matters, ensuring appropriate financial records are maintained, and performing other financial duties assigned by the Board. The Treasurer does not have unilateral authority to spend or transfer Corporation funds except as specifically authorized by the Board.

ARTICLE VII — FINANCIAL MANAGEMENT

Section 7.1 — Fiscal Year. The fiscal year of the Corporation shall be established by the Board and may be changed by Board action.

Section 7.2 — Bank Accounts. The Corporation shall maintain its funds in financial institutions selected by the Board.

Section 7.3 — Expenditures Over $500. Any expenditure or financial commitment exceeding $500 shall require approval from at least two authorized Directors or officers.

Section 7.4 — Expenditures Over $1,000. Any expenditure or financial commitment exceeding $1,000 shall require approval by a majority of the Board, in addition to any other approval required under these Bylaws.

Section 7.5 — Payments to Directors or Officers. No payment, reimbursement, contract, or other financial benefit may be made to a Director or officer without the required approvals under this Article and the Conflict of Interest Policy. A person may not approve a payment to themselves.

Section 7.6 — Compensation. Directors and officers shall serve without compensation for their service as Directors or officers. The Corporation may reimburse Directors and officers for reasonable and properly documented expenses incurred on behalf of the Corporation. The Corporation may compensate a Director, officer, employee, or independent contractor for separate services only when the arrangement is lawful, reasonable, properly approved, and consistent with the Conflict of Interest Policy.

Section 7.7 — Financial Records. The Corporation shall maintain accurate and complete financial records and shall make financial reports available to the Board as appropriate.

ARTICLE VIII — COMMITTEES

Section 8.1 — Establishment. The Board may establish standing or temporary committees as needed.

Section 8.2 — Committee Authority. Committees shall have only the authority delegated to them by the Board and shall remain accountable to the Board.

Section 8.3 — Scholarship Committee. The Board may establish a Scholarship Committee to administer the Corporation's scholarship program. The Scholarship Committee may consist of Directors and, if authorized by the Board, other individuals. The Board shall establish scholarship eligibility requirements, application procedures, selection criteria, conflicts rules, and award procedures separately from these Bylaws.

Section 8.4 — Board Oversight. The Board retains ultimate authority over the Corporation's scholarship and grant programs.

ARTICLE IX — SCHOLARSHIPS

Section 9.1 — Purpose. The Corporation may provide scholarships consistent with its charitable and educational purposes.

Section 9.2 — Eligibility. Scholarship eligibility and selection criteria shall be established through a written policy adopted by the Board.

Section 9.3 — Conflicts. No scholarship shall be awarded to a Director, officer, or immediate family member of a Director or officer. No person participating in scholarship selection may participate in evaluating or selecting an applicant with whom that person has a prohibited conflict of interest.

Section 9.4 — Administration. Scholarship awards shall be administered in accordance with applicable federal and state law and the Corporation's written scholarship policy.

ARTICLE X — GRANTS AND CHARITABLE ACTIVITIES

Section 10.1 — Grants. The Corporation may provide grants to charitable organizations and other organizations whose activities further the Corporation's exempt purposes, subject to applicable law.

Section 10.2 — Grant Criteria. The Board shall establish grantmaking criteria and procedures outside these Bylaws.

Section 10.3 — Oversight. All grants shall be approved and documented in accordance with Board-approved procedures and the Conflict of Interest Policy.

ARTICLE XI — RECORDS AND TRANSPARENCY

Section 11.1 — Corporate Records. The Corporation shall maintain appropriate corporate, financial, tax, governance, and program records.

Section 11.2 — Inspection. Corporate records shall be made available to Directors as reasonably necessary to fulfill their duties, subject to confidentiality, privacy, legal, and other applicable restrictions.

Section 11.3 — Confidentiality. Directors and officers shall protect confidential information obtained through their service to the Corporation.

ARTICLE XII — CONFLICT OF INTEREST

Section 12.1 — Policy. The Corporation shall maintain a written Conflict of Interest Policy.

Section 12.2 — Compliance. Directors, officers, and covered committee members shall comply with the Conflict of Interest Policy.

Section 12.3 — Annual Disclosure. Covered individuals shall complete an annual conflict-of-interest disclosure as required by the policy.

ARTICLE XIII — AMENDMENTS

Section 13.1 — Amendment. These Bylaws may be amended, repealed, or replaced by an affirmative vote of at least 67% of the entire Board of Directors, provided that the proposed amendment is included in or distributed with the notice of the meeting at which the amendment will be considered.

Section 13.2 — Limitations. No amendment may authorize the Corporation to operate in a manner inconsistent with its Articles of Incorporation, Section 501(c)(3) of the Internal Revenue Code, or applicable law.

ARTICLE XIV — DISSOLUTION

Section 14.1 — Dissolution. Upon dissolution of the Corporation, its assets shall be distributed in accordance with the Corporation's Articles of Incorporation and applicable law, exclusively for purposes consistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XV — MISCELLANEOUS

Section 15.1 — Governing Law. These Bylaws shall be governed by the laws of the State of Indiana, except to the extent federal law controls.

Section 15.2 — Parliamentary Authority. The Board may establish reasonable procedures for conducting meetings and business consistent with these Bylaws and applicable law.

Section 15.3 — Severability. If any provision of these Bylaws is determined to be invalid or unenforceable, the remaining provisions shall remain in effect.

Section 15.4 — Effective Date. These Bylaws shall become effective upon adoption by the Board of Directors.

Certification of Adoption

The undersigned Secretary of Emma Barnett Legacy Foundation, Inc. certifies that the foregoing document was duly adopted by the Board of Directors on September 13, 2026.

Signature: Logan Barnett

Name: Logan Barnett

Title: Secretary