

BYLAWS OF THE PLANNED GIVING GROUP OF INDIANA, INC.

MISSION STATEMENT

The Planned Giving Group of Indiana is a professional association for non-profit development officers and allied professionals. Our purpose is to educate members about charitable gift planning, advance the mission of non-profit organizations that employ them, and better serve the philanthropic goals of our donors and clients.

ARTICLE I

Membership

Section 1.1. Membership of Corporation. The membership of the Corporation shall be the members of the Board of Directors (hereinafter “Directors”).

Section 1.2. Associate Members. Those dues paying individuals to Planned Giving Group of Indiana (“PGGI”) who are not members of the Board of Directors shall be called “associate members” or “associates.”

Section 1.3. Membership Certificates. As provided by law, each director of the Corporation shall be entitled to a certificate signed by the President and attested by the Secretary certifying the membership held by and such other information as may be required by law. The form of such certificate shall be prescribed by the Board of Directors. Such certificate shall not be transferable.

Section 1.4. Duration of Directorship: Resignation. Directorship in the Corporation may terminate by voluntary withdrawal as herein provided, or as otherwise provided in these Bylaws. All rights and privileges of a Director of the Corporation shall cease on the termination of directorship. Any director may voluntarily withdraw by giving written notice of such intention to the President. Such notice shall be presented to the Board of Directors at the next succeeding meeting of the Board of Directors.

Withdrawal of a director shall be effective upon fulfillment of all obligations of such director to the date of such meeting.

Section 1.5 Suspension and Termination of Membership. Any director or associate member may be suspended or terminated, for cause. Sufficient cause for suspension or termination of membership shall be violation of these Bylaws, nonpayment of dues, violation of any lawful rule or practice duly adopted by the Corporation, or any other conduct prejudicial to the interests of the Corporation. Proceedings for suspension or expulsion of a director or associate member may be instituted by a petition to the Board of Directors in writing signed by one-half (½) of the directors and associate members, or by the Board of Directors on its own motion. The affirmative vote of three-fourths (¾) of the Board of Directors shall be required in order for a director or associate member to be suspended or expelled. A statement of the charges on which such action is based shall be mailed to the last recorded address of the director or associate member at least fifteen (15) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the director or associate member shall have the opportunity to appear in person or by its representative and present any defense to such charges before action is taken thereon.

Section 1.6. Dues, Fees, and Assessments. The amount of any fees, dues, and assessments applicable to directors or associates of the Corporation and the time and manner of payment thereof shall be determined by the Board of Directors.

ARTICLE II

Meetings of Directors

Section 2.1. Annual Meetings. An annual meeting of the directors and associate members of the Corporation may be held on such date as may be designated by the Board of Directors.

Section 2.2. Special Meetings. Special meetings of the directors and associate members may be called by the President, by a majority of the Board of Directors, or by a petition in writing of at least one-third (1/3) of the total directors and associate members.

Section 2.3. Notice of Meetings. Written notice stating the place, day and hour of any meeting of directors and associate members, and, in the case of special meetings or when otherwise required by law, the purpose of which any such meeting is called, shall be delivered (including via email or facsimile) or mailed by the Secretary of the Corporation to each director and associate member of record, at such address as appears upon the records of the Corporation, and at least ten (10) days before the date of such meeting.

Section 2.4. Waiver of Notice. Notice of any meeting may be waived by any director or associate member in writing filed with the Secretary of the Corporation. Attendance at any meeting in person or by proxy shall constitute a waiver of notice of such meeting.

Section 2.5. Voting Rights. Each director of the Corporation in good standing shall be entitled to one (1) vote, exercisable in person or by proxy, on each matter submitted to the membership for a vote at each meeting of directors. Associates shall not have the right to vote on any matter submitted to the membership for a vote.

Section 2.6. Voting by Proxy. A director entitled to vote at any meeting of directors may vote either in person or by proxy executed by the director or a duly authorized attorney-in-fact of such director. (For purposes of this section, a proxy granted by facsimile or by email by a director shall be deemed “executed in writing by the director.”) No proxy shall be voted at any meeting of the directors unless the same shall be filed with the Secretary of the meeting at the commencement thereof.

Section 2.7. Quorum. At any meeting of directors, a majority of the directors qualified to vote as directors by the Articles of Incorporation and these Bylaws,

represented at the meeting in person or by proxy, shall constitute a quorum. A majority vote of such quorum shall be necessary for the transaction of any business by the meeting, unless a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 2.8. Voting List. The Secretary of Assistant Secretary of the Corporation shall at all times keep at the principal office of the Corporation a complete and accurate list of all directors entitled to vote by these Bylaws. Such list may be inspected by any directors for any proper purpose at any reasonable time.

Section 2.9. Conduct of Meetings. Meetings of directors, including the order of business, shall be conducted in accordance with Roberts' Rules of Order, Revised, except insofar as the Articles of Incorporation, these Bylaws, or any rule adopted by the Board of Directors of members may otherwise provide. The directors may, by unanimous consent, waive the requirements of this section, but such waiver shall not preclude any director from invoking the requirements of this section at any subsequent meeting.

Section 2.10. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if prior to such action a written consent to such action is signed by all directors of the Board and such consent is filed with the minutes of proceedings of the Board of Directors.

ARTICLE III

Board of Directors

Section 3.1. Duties and Obligations. The business and affairs of the Corporation shall be managed by the Board of Directors.

Section 3.2 Requirements for Board of Directors. Not more than 1/3 of the directors shall be representatives from the for-profit sector. For an individual to be

eligible for membership on the Board of Directors or as an Officer, he or she shall devote a substantial amount of his/her job to planned giving and shall have at least three years related experience. Members shall also maintain individual paid membership in PPP and PGGI.

Section 3.3. Number and Election. There shall be fifteen (15) directors of the Corporation who shall be elected at a regular or special meeting of the voting directors. Each director shall serve for a term of three (3) years; with one-third of the directors to be elected each year. No director shall serve more than two consecutive full terms. The directors shall serve until their successors shall be elected and qualified, or until their resignation, removal or death.

Section 3.4. Nominating Committee. The President of the Corporation shall appoint a Nominating Committee which shall consist of five (5) persons, at least three (3) of whom must be associates. The Nominating Committee shall be responsible for nominating the persons to be considered for election as officers of the Corporation and for election to the Board of Directors of the Corporation. The list of officer and board director nominees prepared by the Nominating Committee shall be delivered to the Secretary of the Corporation for election by the Board of Directors.

Section 3.5. Vacancies. The term of office of a director chosen to fill a vacancy shall expire at the end of the term for the director whose vacancy has been filled, subject to the provision of section 3.3.

Section 3.6. Removal. Any director may be removed, with or without cause, by the Board of Directors whenever three fourths of such Board shall vote in favor of such removal. A director may be removed due to non-participation. If a director does not attend at least three (3) meetings of the Board of Directors annually then he/she shall be considered a non-participating director and shall be removed automatically unless a majority of the Board votes to keep him/her.

Section 3.7. Annual Meetings. The annual meeting of the voting directors of the corporation shall be held on such date as may be designated by the board of directors, but not later than the last day of May. The annual meeting shall be held for the purpose of election of officers of the Corporation and directors of the board of directors and consideration of any other business which may be brought before the meeting. No notice shall be necessary for the holding of such annual meeting.

Section 3.8. Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect with at least one meeting scheduled and held each year. The President shall fix the time and place of regular meetings. Regular meetings shall be held upon six (6) days written notice to each director, specifying the time, place, and general purposes of the meeting. Special meetings of the Board of Directors may be held upon the call of the President or of any five (5) directors of the Board and upon six (6) days' notice specifying the time, place and general purposes of the meeting, given to each director either personally or by mail, facsimile transmission, electronic mail, telegram or telephone. Notice of a special meeting may be waived in writing or by facsimile transmission, electronic mail, or telegram before the time of the meeting, at the time of the meeting, or after the time of the meeting. Attendance at any special meeting shall constitute waiver of notice of such meeting.

Section 3.9. Quorum. A majority of the entire Board of Directors shall be necessary to constitute a quorum for the transaction of any business except the filling of vacancies, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws; provided, when filling vacancies a majority of the existing directors shall be required for a quorum.

Section 3.10. Committees. The President of the Board of Directors may from time to time create and appoint standing and special committees to undertake studies,

make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Corporation.

ARTICLE IV

Offices

Section 4.1. Officers and Qualifications Therefore. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. The officers shall be chosen from among the Board of Directors. Any two (2) or more offices may be held by the same person except that the duties of President and Secretary shall not be performed by the same person.

Section 4.2. Terms of Office. Each officer of the Corporation shall be elected annually by the Board of Directors at an annual meeting called for the purpose of electing directors, and shall hold office for a term of one (1) year and until his successor shall be duly elected and qualified, or until resignation, removal or death.

Section 4.3. Vacancies. Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the Board of Directors at any meeting thereof, and any officer so elected shall hold office until the expiration of the term of the officer causing the vacancy and until his successor shall be duly elected and qualified.

Section 4.3. Removal. Any officer of the Corporation may be removed, with or without cause, by the Board of Directors whenever a majority of such Board shall vote in favor of such removal.

ARTICLE V

Powers and Duties of Officers

Section 5.1. President. The President, if present, shall preside at all meetings of the Board of Directors. Subject to the general control of the Board of Directors, the President shall manage and supervise all of the affairs of the Corporation and shall perform all of the usual duties of the chief executive officer of a corporation.

Section 5.2. Vice President. Subject to general control of the Board of Directors, the Vice President shall discharge all the usual functions of the President if the President is not present and shall have such other powers and duties as these Bylaws or the Board of Directors may prescribe.

Section 5.3. Secretary. The Secretary shall attend all meetings of the Board of Directors, and keep, or cause to be kept, a true and complete record of the proceedings of such meetings, and he shall perform a like duty, when required, for all committees appointed by the Board of Directors. If required, the Secretary shall attest the execution by the Corporation of deeds, leases, agreements and other official documents. The Secretary shall attend to the giving and serving of all notices of the Corporation required by these Bylaws, shall have custody of the books (except books of account) and records of the Corporation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws or the Board of Directors may prescribe.

Section 5.4. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Corporation. The Treasurer shall deposit, or cause to be deposited, all funds of the Corporation with such depositories as the Board of Directors shall designate. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a

statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Treasurer.

Section 5.5. Assistant Officers. The Board of Directors may from time to time designate and elect assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these Bylaws or the Board of Directors may prescribe. An Assistant Secretary may, in the absence or disability of the Secretary, attest the execution of all documents by the Corporation.

ARTICLE VI

Miscellaneous

Section 6.1. Corporate Seal. The Corporation shall have no seal.

Section 6.2. Execution of Contracts and Other Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President, and if required, attested by the Secretary.

Section 6.3. Fiscal Year. The fiscal year of the Corporation shall begin on July 1st of each year and end on June 30th of the following year. The meeting year, and beginning and ending dates of the term of officers and directors of the corporation shall be set by the Board of Directors. The beginning and ending dates of the fiscal year, meeting year, and term of the officers and directors may be different from each other.

ARTICLE VII

Amendments

Subject to law and the Articles of Incorporation, the power to make, amend or repeal all or any part of these Bylaws is vested in the Board of Directors. The affirmative vote of a majority of the entire Board of Directors shall be necessary to effect any such changes in these Bylaws.

Gretchen Hueni, Secretary

Dated: January 14, 2010