

BY-LAWS
OF
SEI READI, INC

The name of the Corporation shall be SEI READI, Inc.

ARTICLE I

Governing Law; Priority of Documents

Section 1. The Corporation shall operate in compliance with and subject to Section 23-17-15-2 of the Indiana Nonprofit Corporation Act (the “Act”). Notwithstanding anything to the contrary herein, in the event of a conflict or inconsistency between the Corporation’s Articles of Incorporation (the “Articles”) and these Bylaws, the Articles shall prevail.

The Corporation was created to achieve the goals and policies of the Indiana Region Economic Acceleration + Development Initiative READI and, subject to the preceding paragraph, conflicts within these bylaws shall be interpreted in a manner consistent with READI guidelines.

ARTICLE II

Membership

Section 1. Classes; Membership Rights. There shall be two classes of Members, comprised of Class A Members and Class B Members (collectively, the “Members”). Only Class A Members shall be entitled to vote on any matter brought before the Members for a vote.

Section 1. Admission of Class A Members. Subject to Article III, Section 4, below, Class A Members shall consist of individuals nominated by the following (each, a “Nominating Entity”):

- (a) The County of Dearborn;
- (b) The County of Franklin;
- (c) The County of Ohio;
- (d) The County of Ripley;
- (e) The County of Switzerland;
- (f) The County of Union; and

Each Nominating Entity shall be entitled to appoint one (1) such individual to be a Class A Member, who shall be the elected executive of the Nominating Entity or their appointed representative.

Section 2. Admission of Class B Members. A Class B Member becomes a Member upon the approval for the Board of Directors.

Section 3. Removal; Vacancies. A Member may be removed in any manner permitted by the Act. Without limitation, Class A Members may be removed by the Nominating Entity that elected such Class A Member. A vacancy of the Class B Members shall not require a replacement Member. In the event of a vacancy of the Class A Members, the Nominating Entity that originally nominated such vacated Class A Member shall appoint an individual to fill such vacancy.

Section 4. Meetings.

(a) Annual Meetings; Regular Meetings. Annual meetings of the Members shall be held in January at the principal office of the Corporation. The Board of Directors shall select the date and place of the annual meeting. The meeting may be anywhere within or outside of the State of Indiana.

(b) Regular meetings of the Class A Members for the transaction of business of the Corporation may be held at such other times and at such other places as the Class A Members shall designate from time to time.

(c) Special Meetings. Special meetings of the Corporation, after due notice as herein provided may be called at any time by the Corporation's President or Board of Directors, or as otherwise permitted by the Act. Such calls shall be in writing and shall state the time, place and purpose of said meeting.

Section 5. Notice of Meetings. Twenty-one (21) days prior to the date of the annual meeting of Members, and fifteen (15) days prior to any special meetings of the Members called as herein provided, the Secretary shall send out notice containing the time, place and purpose of said meeting. However, the failure to give such notice shall not impair the validity of any action taken by the Class A Members at any such meeting.

Section 6. Quorum. At both regular and special meetings of the Members, a majority of all the Class A Members, but in no event fewer than four (4) Class A Members, shall constitute a quorum for the transaction of business.

Section 7. Voting. At any meeting at which a quorum is present, all acts, questions and business that may come before the meeting shall be determined by a majority of votes cast by the Class A Members present at such meeting, unless the vote of a greater number is required under the Articles, these Bylaws, or the Act. Each Class A Member shall be entitled to one (1) vote on any matter brought before a meeting of the Class A Members for action thereon.

Section 8. Actions by Written Consent. Any action which may be authorized or taken at a meeting of the Class A Members may be authorized or taken without a meeting by the written consent of all of the Class A Members, and such writing or writings shall be made a part of the records of the Corporation. Any transmission by electronic communications equipment (including e-mail communication) that contains an affirmative vote or approval of the Class A Members shall be deemed to be a signed writing for purposes of this Section. The date on which a transmission by electronic communications equipment is sent is the date on which the writing is deemed to be signed.

Section 9. Telephonic and Virtual Meetings. Members may participate in any meeting

of the Members by or through the use of any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in a meeting by this means is considered to be present in person at such meeting.

ARTICLE III

Board of Directors

Section 1. Number and Election. The Board of Directors shall consist of at least Six (6) Directors. The Board of Directors shall be elected by the Class A Members at the annual meeting of the Members after a Statement of Qualifications has been prepared by the Standing Committee on Operations. Notwithstanding Article II Section 2, any person elected to such board shall also be a Class B Member in good standing. Each Director shall serve for a term of two (2) years, or otherwise until his or her successor is duly elected.

Section 2. Director Qualifications and Restrictions. Directors may not be elected officials, employees or contractors for a community within the geographic area of any county represented by a Nominating Entity. Directors should have knowledge and work experience in at least one of the following subject matter areas: workforce development, economic development, business or finance, transportation, private/nonprofit sector or academia.

Section 3. Removal; Vacancies. Directors may be removed in any manner permitted by the Act and these Bylaws. In the event of a vacancy of a Director, the Class A Members shall appoint an individual to fill such vacancy. If 30 days has elapsed without the vacancy being filled by the Members, the Board or Directors may make an interim appointment, subject to the procedures and qualifications of sections 1 and 2, until the next Annual Meeting of the Members.

Section 4. Annual Meeting. The Board of Directors shall meet by February 10 of each year, for the purpose of organization, election of officers, and consideration of any other business that may be brought before the meeting. No notice shall be necessary for the holding of this annual meeting.

Section 5. Regular Meetings. The Board of Directors shall meet in Regular Meetings as the Board may deem necessary. One such Regular Meeting shall be the Annual Meeting.

Section 6. Powers of the Board of Directors. The corporate powers of the Corporation shall be vested in the Corporation's Board of Directors. The business of the Corporation shall be transacted by the Board sitting as such at the annual, regular, or special meetings of the Directors as provided herein. The Board of Directors shall have power to fix the to employ and discharge all employees and appointive officers, and fix the wages or salaries thereof; or said Board may authorize any one or more of its officers so to do.

The Board may, by resolution, from time to time prescribe the manner in which all obligations of the Corporation shall be issued and signed.

The Board may also prescribe the manner in which the books of the Corporation shall be kept and audited, and the affairs of the Corporation managed; what the annual dues of a Member shall be; what officer or officers may borrow money in the name of the Corporation; and in general said Board shall have full charge and management of the business affairs of said Corporation with full power to act in the premises.

Section 7. Committees. The Board shall establish such committees as it may from time to time determine are needed. Members of such committees need not be Members of the Corporation or Board of Directors.

Section 8. Standing Committee on Operations. A Standing Committee on Operations is created to assist and advise on operations of the Corporation as delegated by the Board of Directors, in the absence of staff or contract assistance. The Board of Directors shall elect one representative to the Standing Committee on Operations from each county listed in Article II, Section 1. The Standing Committee of Operations shall assist the Members with the identifying and qualifying potential Directors. Standing Committee members shall serve until a successor is elected.

Section 9. Quorum. A majority of the whole Board of Directors shall be necessary to constitute a quorum for the transaction of any business, and the act of a majority of the whole Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10. Voting. At any meeting in which a quorum is present, all acts, questions and business that may come before the meeting shall be determined by a majority of votes cast by the whole Board of Directors, with four (4) votes required for passage, unless the vote of a greater number is required under the Articles, these Bylaws, or the Act. Each Director shall be entitled to one (1) vote on any matter brought before a meeting of the Directors for action thereon.

Section 11. Actions by Written Consent. Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting by the written consent of at least the number of Directors that would otherwise be required to take action on such matter at an in-person meeting at which a quorum is present, and such writing or writings shall be made a part of the records of the Corporation. Any transmission by electronic communications equipment (including e-mail communication) that contains an affirmative vote or approval of the Directors shall be deemed to be a signed writing for purposes of this Section. The date on which a transmission by electronic communications equipment is sent is the date on which the writing is deemed to be signed.

Section 12. Telephonic and Virtual Meetings. Directors may participate in any meeting of the Board of Directors by or through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at such meeting.

ARTICLE IV

Officers of the Corporation

Section 1. Election. At the annual meeting of the Board of Directors there shall be elected a President, a Secretary, and a Treasurer for a period of one year, or until their successors are elected and qualified. The President shall be chosen from the Board of Directors, but none of the other officers of the Corporation need be a Director. Any two or more offices may be held by the same person, excepting that the duties of the President and Secretary shall not be performed by the same person. If an annual meeting is not held at the time designated by these Bylaws, such failure shall not cause any defect in the corporate existence of the Corporation, but the officers for the time being shall hold over until their successors are chosen and qualified.

Section 2. Removal. Any elected officer of the Corporation may be removed at any time by the Board of Directors (excluding the officer subject to removal, if a Director).

Section 3. The President. The President shall preside at all meetings of the Directors, discharge all the duties which devolve upon a presiding officer, and perform such other duties as these Bylaws or the Board of Directors may prescribe. The President shall have full authority to execute proxies on behalf of this Corporation, to vote stock owned by it in any other corporation, and to execute, with the Secretary, powers of attorney appointing other corporations, partnerships or individuals the agent of this Corporation, all subject to the provisions of the Act.

Section 4. The Vice-President. The Vice-President shall assume the duties of the President in his or her absence and may have other responsibilities as designated by the Board of Directors. In the event of a vacancy of the office of President, the Vice-President shall succeed to the Presidency for the unexpired portion of the term.

Section 5. The Secretary-Treasurer. The Secretary-Treasurer shall attend all sessions of the Board of Directors and shall act as Clerk thereof and record all votes and keep an accurate record of the minutes of the proceedings of all such meetings and cause notices of all meetings of the Directors to be given by the President. The Secretary-Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate account of all receipts and disbursements, and shall deposit or cause to be deposited all monies to the credit of the Corporation in such depository as may be prescribed by the Board of Directors from time to time.

ARTICLE V

Amendments

Subject to any restrictions set forth in the Act, these Bylaws may be altered, repealed or amended in whole or in part, and new Bylaws may be adopted at any regular meeting of the Board of Directors and at a special meeting of the Board of Directors by a majority vote of the whole Board of Directors then in office; provided, however, that notice of such meeting shall contain notice of such proposed change. Notwithstanding the foregoing, any amendments to these Bylaws which would affect the classes, voting, or other membership rights of the Class A Members must also be approved by at least a majority of the Class A Members at any meeting of the Members at which a quorum is present.