BYLAWS
OF GOODWILL LEADS, INC.
Adopted August 21, 2014
Revised November 19, 2015

ARTICLE I
Identification

Name. The name of the Corporation is Goodwill LEADS, Inc. (the "Corporation").

Mission Statement. The mission of the Excel Center of Northern Indiana is to provide adults the coursework and support needed to earn an Indiana High School diploma to pursue career and college pathways.

Non-Discrimination. The Corporation shall not discriminate on the basis of disability, race, color, gender, national and ethnic origin, religion, sexual orientation, or ancestry in the admission of students, administration of its educational policies, admissions, policies, scholarships and loan programs, and athletic or other school administered programs.

Non-Sectarian. The Corporation shall be non-sectarian and non-religious in its curriculum, programs, admission policies, employment practices, governance and all other operations.

ARTICLE II
Membership

The Corporation shall have no members.

ARTICLE III
Board of Directors

Functions. The business, property and affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors, subject to the provisions of the Articles of Incorporation and these Bylaws.

Number and Qualification. There shall be (at minimum) five (5) voting Directors of the Corporation, which number may from time to time be increased or decreased by resolution adopted by not less than a majority of Directors, subject to the limitation that the Board shall never be reduced to fewer than five (5) nor increased to more than eleven (11) Directors. Except as otherwise provided in these Bylaws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions; provided, however, the President of Goodwill Industries of Michiana, Inc. shall be an ex-officio member of the Board of Directors. All Directors shall consent to appropriate background searches as required by the Charter. No new members shall take office until such searches are completed.

Election. One-half of the authorized number of directors (rounded down to the nearest whole number) plus one (the "Appointed Directors") shall be appointed by Goodwill. The remaining directors of the Board of Directors shall be elected by the Board of Directors at the annual meeting as provided in Article III of these Bylaws (the "Elected Directors").

Term. The Elected Directors shall be divided into three classes as nearly equal in number as possible. The terms of Elected Directors in the first group expire at the conclusion of the first annual meeting of the Directors after their election, the terms of the second group expire at the second annual meeting of the Directors after their election, and the terms of the third group expire at the third annual meeting of the Directors after their election. At each annual meeting of the Directors held thereafter, Directors shall be chosen for a term of three (3) years to succeed those whose term expires. Incumbent Directors shall be eligible for re-election or re- appointment.

Vacancies. Any vacancy among the Elected Directors caused by death, resignation, removal or otherwise shall be filled by the remaining Board of Directors, or if the Directors remaining in office constitute fewer than a quorum, by the affirmative vote of a majority of the Directors remaining in office. Any vacancy among the Appointed Directors shall be filled by Goodwill. A Director elected to fill a vacancy shall hold office until the expiration of the term of the Director causing the vacancy.

Resignation. Any Director may resign by giving written notice of such resignation to the Board of Directors, the Chairman, President or Secretary of the Corporation, and if an Appointed Director, to Goodwill. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

Removal. Any Director may be removed, with or without cause, in accordance with the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act").

Meetings. The Board of Directors shall meet at least quarterly. All meetings shall occur either at the registered office of the Corporation in the State of Indiana, or at such other place within the State of Indiana as may be designated by the Board of Directors and specified in the respective notices or waivers of notice thereof. The annual meeting shall be for the purpose of organization, election of directors and officers and consideration of any other business that may properly be brought before the meeting and shall be held within six (6) months after the close of the fiscal year of the Corporation as designated by the Board of Directors and specified in the respective notices or waivers of notice thereof. The Board of Directors may provide by resolution the time and place within the State of Indiana, for the holding of additional regular meetings of the Board without other notice than such resolution. Special meetings of the Board of Directors may be called by the Chairman, and shall be called by order thereof upon the written request of at least two Directors, which request shall set forth the business to be conducted at such meeting. The Board of Directors shall meet at the call of the Chairman, the President/CEO, any other two (2) Directors or by the agreement of the Board of Directors.

Notice of Meetings. Notice of all meetings of the Board of Directors, except as herein otherwise provided, shall be given by mailing the same (whether by post or by electronic mail), by telephoning, or delivering personally the same at least two (2) days before the meeting to the usual business or residence address of the Director as shown upon the records of the Corporation. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice of that meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, notice of any Board meeting shall be posted in a conspicuous place at the principal office of the Corporation or at the Board's meeting place at least 48 hours (excluding Saturday, Sunday, and legal holidays) prior to the meeting. Notice of any meeting shall at all times conform with the requirements of Indiana's "Open Door Law," Indiana Code 5-14-1.5.

Quorum. A majority of Directors 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 constitute an act of the Board of Directors.

Committees. The Board of Directors or the Chairperson of the Board may designate one or more committees, each of which shall consist of two or more Directors for the purpose of advising and aiding the officers of the Corporation in the management of its affairs. Such committees shall have such authority and duties as the Directors or Chairperson may from time to time prescribe, but shall not have or exercise the authority of the Board of Directors in the management of the Corporation. Each committee shall be composed of at least two (2) members of the Board of Directors and such other members of the Board or members of the community as the Chairperson may select, or, in the absence of appointment by the Chairperson, then by the Chairperson of the committee, subject to the Chairperson's approval. The Chairperson of each such committee shall be appointed by the Chairperson. The designation of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law. All committee meetings shall be run in accordance with the requirements of Indiana's "Open Door Law," Indiana Code 5-14-1.5.

No Actions Without Meeting. All actions required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof must be taken at a meeting of the Board of Directors held in accordance with the requirements of Indiana's "Open Door Law," Indiana Code 5-14-1.5.

ARTICLE IV
Officers

Officers and Agents. The officers of the Corporation shall consist of a Chairperson, a Vice-Chairperson, a President, a Secretary, a Treasurer and such other officers as the Board of Directors may, by resolution, designate from time to time (individually, the "Officer" and collectively, the "Officers"). Any two (2) or more offices may be held by the same person. The Board of Directors may, by resolution, create, appoint and define the duties and fix the compensation of such Officers and agents as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Corporation is formed; provided, however, that Officers and agents shall be compensated, if at all, only for actual services performed on behalf of the Corporation.

Election, Term of Office and Qualification. All Officers shall be chosen annually by the Board of Directors at the annual meeting of the Board of Directors. Each Officer shall hold office (unless the officer resigns, is removed, or dies) until the next annual meeting of the Board of Directors or until a successor is chosen and qualified.

Vacancies. In the event an office of the Corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the Board of Directors shall elect a person to fill such vacancy, and the person so elected shall hold office and serve until the next annual meeting of the Board of Directors until a successor is elected and qualified, or until the Officer's death, resignation or removal.

Chairperson. The Chairperson, if present, shall preside at all meetings of the Board of Directors, shall appoint the chairperson and members of all standing and temporary committees, subject to the review of the Board of Directors, and shall do and perform such other duties as this Bylaws provides or as may be assigned by the Board of Directors.

Vice-Chairperson. The Vice-Chairperson shall preside at all meetings of the Board of Directors if the Chairperson is not present and shall do and perform such other duties as this Bylaws provides or as may be assigned by the Board of Directors.

President. The President is the Chief Executive Officer of Goodwill Industries of Michiana, Inc. and serves as an ex-officio member of the board. The President shall be a full time employee of the Parent Corporation, Goodwill Industries of Michiana, Inc., with full powers as the managing agent of this corporation, subject to control by the Board of Directors of this Corporation, and shall be an ex-officio member of all committees of the Board of Directors.

Secretary. The Secretary shall have the custody and care of the corporate records and the Minutes Book of the Corporation. The Secretary shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall retain any minutes kept and records for all standing committees of the Board of Directors when required. The Secretary shall attend to the giving and serving of all notices of the Corporation, shall file and take care of all papers and documents belonging to the Corporation, shall authenticate records of the Corporation as necessary, and shall perform such other duties as may be required by the Bylaws or as may be prescribed by the Board of Directors. The Secretary shall prepare and maintain all the materials necessary to comply with the provisions of Indiana's "Open Door Law," Indiana Code 5-14-1.5.

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 President, a statement of the financial condition of the Corporation and shall perform the duties usual to such position and such other duties as the Board of Directors or President may prescribe.

Assistant Officers. The Board of Directors may from time to time designate assistant officers who shall exercise and perform such powers and duties as the officers they are elected to assist and such other powers and duties as may be prescribed by the Bylaws, the Board of Directors.

Removal. Any officer may be removed from office, with or without cause, by the Board of Directors.

Resignations. Any officer may resign at any time by delivering notice to the Board of Directors, the President or the Secretary. A resignation is effective upon delivery unless the notice specifies a later effective date.

ARTICLE V
Loans to Officers and Directors

The Corporation shall not lend money to or guarantee the obligations of any officer or Director of the Corporation.

ARTICLE VI
Financial Affairs

Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable pecuniary for any purpose or to any amount. The Board is specifically authorized to enter into (and from time to time amend) one or more "Charter School Agreements" with the Indiana Charter School Board or any other qualified sponsor.

Checks, etc. The Board shall by resolution designate officers, agents or employees of the Corporation who may, in the name of the Corporation, execute drafts, checks and orders for the payment of money on its behalf.

Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors.

Audited Financial Statements. The Corporation shall maintain financial statements prepared in accordance with the unified accounting system prescribed by the State Board of Education and State Board of Accounts and shall engage an independent certified public accountant to audit such financial statements annually.

ARTICLE VII
Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July of each year and end on the last day of June of each year.

ARTICLE VIII
Prohibited Activities

Notwithstanding any other provision of this Bylaws no member, Director, officer, employee or agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

ARTICLE IX
Amendments

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