

**AMENDED AND RESTATED
CODE OF BYLAWS
OF
CROSSROADS REHABILITATION CENTER, INC.**

**ARTICLE I.
IDENTIFICATION**

Section 1.01. Name; Classification. The name of the Corporation is Crossroads Rehabilitation Center, Inc. (the "Corporation"). The Corporation is a nonprofit public benefit corporation incorporated and existing under the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act").

Section 1.02. Seal. The seal of the Corporation shall be circular in form and mounted upon a metal die suitable for impressing the same upon paper. About the upper periphery of the seal shall appear the words CROSSROADS REHABILITATION CENTER, INC., and about the lower periphery thereof the word INDIANA. In the center of the seal shall appear the words CORPORATE SEAL 1959. However, use or impression of the seal shall not be necessary for or affect the validity of any instrument or document executed by the Corporation.

Section 1.03. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July in each year and end on the last day of June next succeeding.

**ARTICLE II.
BOARD OF DIRECTORS**

Section 2.01. Powers and Duties. All corporate powers are exercised by or under the authority of, and the business and affairs of the Corporation are managed under the direction of, the Board of Directors, unless otherwise provided in the Articles of Incorporation. Without limitation of the foregoing, the Board of Directors shall be responsible for, and shall have all power to do and perform, the following on behalf of the Corporation:

(a) Reviewing, negotiating, and approving or disapproving all contracts, agreements, commitments, undertakings or the like to which the Corporation is to be a party or by which any of its properties or assets is to be bind;

(b) Electing, re-electing, removing, replacing and compensating officers of the Corporation;

(c) Setting and, from time to time, revising all corporate policies, strategies and procedures;
and

(d) Approving the annual budget for the Corporation.

Section 2.02. Number, Tenure and Qualifications. There shall be twenty-four (24) members of the Board of Directors (each, a "Director"), or such greater or lesser number as may be established from time to time by the Board of Directors; provided, however, that there shall not be less than fifteen (15) nor more than thirty (30) Directors at any one time. The immediate past Chair shall be a Director from the end of his or her term as Chair until a successor immediate past Chair is qualified to succeed him or her. Each Director shall serve for a term of three (3) years. The term of office of directors shall be staggered by dividing the total number of directors into three (3) groups. The groups shall be as near equal in size as possible. One group of directors shall be elected at each annual meeting of directors. No Director shall be eligible to serve more than two (2) consecutive complete three (3) year terms of office (plus, in the case of a Director elected to fill a vacancy, the unexpired term left by the vacancy) without

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the interruption of one (1) year before serving an additional term or terms. No employee or immediate family member of an employee (including spouse, domestic partner or companion living in the same household, children or step-children, sibling or step-sibling, parents, in-laws, grandparents or grandchildren) of Easter Seals, Inc. ("Easter Seals"), the Corporation or any other affiliate shall be eligible to serve as a director (elected, honorary or ex officio) of the Corporation. However, the Board may waive this provision if it determines, by two-thirds vote of its members, that such a waiver is in the best interest of the Corporation. No President/CEO of the Corporation, or any other affiliate of Easter Seals, shall be eligible to serve as a director for three (3) years after his or her employment as President/CEO has ended. Other than the current Directors, the Directors shall be elected at the annual meeting of the Directors by a plurality of the votes cast by the Directors. Despite the expiration of a Director's term, the Director continues to serve until a successor is elected and qualifies, or until there is a decrease in the number of Directors

Section 2.03. Committees.

(a) Executive Committee. There shall be an executive committee (the "Executive Committee"), which shall have and exercise only such authority and powers as may be delegated to it by the Board of Directors. In any emergency situation, the Executive Committee may exercise the authority and powers of the Board of Directors. The Board of Directors may designate four (4) or more of its number to constitute an Executive Committee.

(b) Standing Committees. In addition, the following committees shall be standing committees of the Board of Directors: Executive, Governance, Finance, Development, Program/Services, and CIS.

(c) Other Committees. The Board of Directors shall create and prescribe the duties of all committees.

(d) Appointment of Committee Members. The appointment of the Executive Committee, and the creation of and appointment of members to any other committee, must be approved by a majority of all the Directors in office when the action is taken or by the vote required by Section 2.04, whichever is greater.

Section 2.04. Removal; Vacancies.

(a) Removal for Lack of Attendance. If any Director is absent from three (3) successive meetings of the Board of Directors, whether annual or other meetings, the Director shall present a written explanation for such absence to the meeting of the Board next following, if so requested by the Board. If such written explanation is not presented to such meeting, or, when presented, such explanation is deemed unsatisfactory by all the remaining members of the Board, the Board of Directors may remove the Director if at least a two-thirds (2/3rd) majority of the Directors then in office votes for the removal.

(b) Filling Vacancy. In the event of any vacancy occurring in the Board of Directors, caused in the manner hereinabove set out in Section 2.04(a), or by death, resignation or otherwise, the vacancy shall be filled by a majority vote of the remaining members of the Board then in office until the next Annual Meeting of the Board.

Section 2.05. Quorum; Voting. One-third (1/3) of the full Board of Directors shall be necessary to constitute a quorum, except for the filling of vacancies, which shall require a majority of the then existing Directors for a quorum. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present when the vote is taken is the act of the Board of Directors, except as otherwise provided in Section 2.03.

Section 2.06. Annual Meeting of the Board of Directors. The annual meeting of the Board of Directors shall be held no later than the last day of October at the principal office of the Corporation, for the purpose of election of officers and directors and consideration of any other business that may be brought before the meeting. No notice shall be necessary for the holding of the annual meeting.

Section 2.07. Regular Meetings. The Board of Directors shall meet at least quarterly, according to a schedule established annually by the Board of Directors. Such meetings shall be held at the principal office of the Corporation, or at another place designated by the Board, for the consideration of any business that may be brought before the meetings. No notice shall be necessary for the holding of regular meetings.

Section 2.08. Special Meetings. Special meetings of the Board of Directors may be held upon call of the President or of any Director, at such place as may be designated within the State of Indiana, upon forty-eight (48) hours' notice specifying the date, time and place of the meeting, such notice being given to each Director either personally, by mail, by electronic mail, or by other fair and reasonable means. At any meeting at which all Directors are present, notice of the date, time and place thereof shall be deemed waived, and similar notice may likewise be waived by absent Directors, either by written instrument or by electronic mail executed either before or after such meeting.

Section 2.09. Voting Rights. Each member of the Board of Directors shall be entitled to one (1) vote upon any and all questions properly coming before the meeting of the Board.

Section 2.10. Action by Consent.

(a) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date.

(b) Subject to satisfying the requirements provided in Section 2.10(a), the Board of Directors may take any action electronically as contemplated by the Indiana Uniform Electronic Transactions Act ("UETA"). For the sake of clarity and avoidance of doubt, subject to the requirements of the UETA, written consent by the Board of Directors can be undertaken via email, or other electronic record communication, if the written board consent setting forth the action to be taken is circulated to all Board members via email, or other electronic record communication, and the directors indicate their approval unanimously by return email or other approved electronic record communication. The Corporation shall confirm with each director the electronic address or addresses, such as an email address or text message number, for that director to be used for purposes of sending and receiving email, text or other electronic record communications, and for the purpose of notices to and from the Corporation, and shall maintain such information as part of the Corporation's current records, which may be maintained electronically. The Corporation shall provide its electronic address, and the electronic addresses of the other members of the Board of Directors, to be used for purposes of taking such action. The Board of Directors may provide for any particular requirements, method or means for taking action electronically and for notices to and from the Corporation and its directors, in which case the action to be taken shall be taken in accordance with such requirements, method, or means.

Section 2.11. Conflict of Interest Statement. Due to the nature of the Corporation's position of public trust, it is necessary that any potential conflict of interest be avoided. In the event that the Corporation may have business involvement in a company in which a member of the Board, officer, staff or members of the immediate families of any of the foregoing (including spouse, domestic partner or companion living in the same household, children or step-children, siblings or step-siblings, parents, in-laws, grandparents or grandchildren) has a direct or indirect interest, the following procedure will be followed:

- (a) The Board member's involvement will be made known to the full Board.
- (b) The Board member will not participate in discussion of the situation.
- (c) The Board member will abstain from voting.
- (d) The official minutes of the meeting will reflect the above.

In making its final decision, the Board will act in the best interests of the Corporation and those whom it serves.

Section 2.12. Conference Telephone. The Corporation may hold meetings of the Board of Directors by conference telephone or by any means of communication by which all Directors participating in the meeting may simultaneously hear each other. Participation by these means constitutes presence in person at the meeting.

Section 2.13. Compensation. No Director will receive compensation other than reimbursement from time to time for reasonable and legitimate expenses incurred on behalf of the Corporation.

ARTICLE III. **THE OFFICERS OF THE CORPORATION**

Section 3.01. Election. At the Annual Meeting of the Board of Directors, the Board of Directors shall elect a Chair, First Vice Chair, Second Vice Chair, President, Secretary, Treasurer and such assistant officers as it may decide upon. The employee of the Corporation charged with the general management and direction of the operations of the facilities and programs of the Corporation, subject to the direction and control of the Board of Directors, shall be the President. All other officers except the President shall be chosen from among the Directors. Such officers shall take office immediately following adjournment of the annual meeting of the Board of Directors and shall hold office until their respective successors shall have been elected and shall have qualified, unless sooner displaced by the Board of Directors. If election of officers 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. No two (2) offices may be held simultaneously by the same person. The Chair and Vice Chairs shall serve no more than two (2) consecutive one (1) year terms, however the Board in its discretion may permit a Chair or Vice Chair to serve a third consecutive one (1) year term if it finds it to be in the best interest of the Corporation.

Section 3.02. Vacancies. Whenever any vacancy shall occur in any office by death, resignation, increase in the number of the officers of the Corporation or otherwise, the same shall be filled by the Board of Directors, and the officer so elected shall hold office until his or her successor is chosen and qualified.

Section 3.03. Removal. Any elective officer of the Corporation may be removed at any time with or without cause, at any regular meeting or at a special meeting called for such purpose, by a majority vote of the full Board of Directors. An officer's removal shall not affect the officer's contract rights, if any, with the Corporation, or the Corporation's contract rights, if any.

Section 3.04. The Chair. The Chair shall preside at all meetings of the Directors, shall discharge all the duties which devolve upon a presiding officer, and shall exercise general control and supervision over the affairs of the Corporation and over the officers, agents and employees of the Corporation. The Chair shall have the power to suspend any persons elected by the Board of Directors until the next meeting of the Board of Directors, to which meeting the Chair shall report his or her actions and the reasons therefor. He or she shall be an ex officio member, with vote, of all standing committees, except the Governance Committee. The Chair shall, in the Corporation's name, sign all deeds, leases, mortgages, contracts, notes and other instruments that may be ordered executed by the Board of Directors or that may be necessary to carry on the business of the Corporation. In the event of the Treasurer's death, absence or inability to act, the Chair may act for or appoint some person to fill such office until such office shall be filled by the Board of Directors. The Chair shall perform such other duties as these Bylaws provide or the Board of Directors may prescribe.

Section 3.05. The Vice Chairs. The First and Second Vice Chairs, in respective order, shall perform all duties incumbent upon the Chair during the absence, death or disability of the Chair and shall perform such other duties as the Board of Directors may prescribe or as the Chair may delegate to the Vice Chairs.

Section 3.06. The Secretary. The Secretary shall attend all meetings of the Board of Directors and shall keep or cause to be kept in a book provided for that purpose a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees and the Executive Committee when required. He or she shall be the custodian of the papers, books and records of the Corporation and of its corporate seal. He or she shall be responsible for authenticating records of the Corporation and shall attend to the giving and serving of all notices of the Corporation, and shall perform such other duties as these Bylaws provide or the Board of Directors may prescribe.

Section 3.07. The Treasurer. The Treasurer shall perform all duties customary to the office of Treasurer. He or she shall keep or cause to be kept correct and complete records of account, showing accurately at all times the financial condition of the Corporation, and shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Corporation. He or she shall immediately deposit funds of the Corporation in reliable banks or other depositories to be designated by the Board of Directors and shall keep such bank accounts in the name of the Corporation. He or she may sign any checks, drafts and other obligations which may be required in the conduct of the business of the Corporation, except as otherwise provided from time to time by the Board of Directors. The Treasurer shall furnish at all meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation, and shall perform such other duties as the Board of Directors may prescribe. The Treasurer shall be bonded at the expense of the Corporation in such amount as shall be determined by the Board of Directors.

Section 3.08. The President. The Board of Directors shall employ a President/CEO (or other similarly titled chief executive officer) of the Corporation for such period of time and upon such terms and conditions as the Board of Directors may determine, except that no Director who served on the Easter Seals National Board or on the board of any affiliate shall be eligible to serve as President/CEO of the Corporation for three (3) years after the director's term of service has ended. The President is responsible for managing the operations of the Corporation so that it continues to operate one of the outstanding human rehabilitation facilities in the country. To accomplish this goal, the President shall work with the

Board of Directors to determine policy and formulate programs, the staff to execute plans, the clients to assure the effectiveness of programs, and the community to maintain participation and support. The President is the chief administrative and operating officer of the Corporation and is employed by and reports to the Board of Directors. Subject to the general oversight and control of the Board of Directors, he President shall:

- (a) Assist the Board of Directors in the planning for and formulation of policies by reporting to the Board, or through standing committees, on all phases of activities and operations.
- (b) Attend all meetings called or designated by the Board of Directors, including meetings of standing committees. Present and interpret operating reports, including reports which reflect the efficiency and effectiveness of the Corporation. Submit reports which include program information and supporting data and make recommendations based on specific needs of the community.
- (c) Assure management and operation of the Corporation. Coordinate and direct activities in accordance with the policies of the Board. Develop the organizational structure of the staff, together with appropriate rules and regulations, for approval of the Board. Present general personnel policies for approval and adoption by the Board. Employ and discharge personnel as needed to manage the operations of the Corporation.
- (d) Propose an annual budget for Board approval and adoption, administer the expenditure of funds, and regularly report the financial status of the Corporation.
- (e) Assure compliance with known federal, state and local legislation, and in accordance with the policies of the Board.
- (f) Assure personal and delegated representation by the Corporation to appropriate boards, professional groups, and agencies.
- (g) Prepare and make recommendations to the Board with respect to the physical plant of the Corporation, for the development of programs and services, and for changes in goals and policies.
- (h) Review departmental reports and recommendations, including caseloads, program development, and program measures.
- (i) Serve ex-officio, without vote, on all committees of the Corporation except the Governance Committee.
- (j) Fulfill such other duties as may be assigned by the Board of Directors.

Section 3.09. Assistant Officers. The Board of Directors shall have the power to appoint such assistant officers as may be deemed desirable to facilitate the efficient operation of the business of the Corporation.

Section 3.10. Delegation of Authority. In case of the absence of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any of the Directors for the time being.

Section 3.11. Bonding of Employees. Employees shall be bonded at the expense of the Corporation if and in such amount as determined necessary by the Board of Directors.

ARTICLE IV.
NON-VOTING MEMBERS

Section 4.01. Qualifications. Any real person, including a Director of the Board of Directors, who has donated financially to the Corporation as of January 1, 2013, shall be a Member of the Corporation in good standing as defined in and for purposes of the Indiana Charitable Gaming Act. For the sake of clarity and avoidance of doubt, the Members shall not be members as defined in the Indiana Nonprofit Corporation Act of 1991, as amended, and shall not have any of the rights or obligations of a member as set forth in the Indiana Nonprofit Corporation Act of 1991, amended.

Section 4.02. No Voting Rights; Other Restrictions and Limitations. The rights of a Member, in his or her capacity as Member, shall be subject to the following limitations and restrictions:

(a) **No Right to Vote.** Members shall not be entitled to vote upon any question before the Board of Directors.

(b) **No Right to Attend Board Meetings.** Members shall not be entitled to attend any meetings called or designated by the Board of Directors.

(c) **No Right to Receive Notice of Board Meetings.** Members shall not be entitled to receive any form of notice of any meeting called or designated by the Board of Directors.

Section 4.03. Record of Members. The Corporation shall keep or cause to be kept correct and complete records of the Corporation's Members.

Section 4.04. Ability of Member to Serve as Operator or Worker. Any Member who otherwise satisfies the criteria of the Indiana Charitable Gaming Act may serve as an Operator or Worker at an Allowable Event as those terms are described in said Act.

ARTICLE V.
AMENDMENTS

These Bylaws shall be rescinded, changed or amended only by the Board of Directors at any regular or special meeting of the Board of Directors, but the affirmative vote of a majority of the full Board of Directors shall be necessary to effect any rescission, change or amendment.

ARTICLE VI.
THE INDIANA NONPROFIT CORPORATION ACT

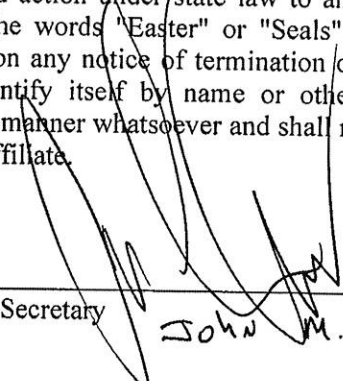
The provisions of the Indiana Nonprofit Corporation Act of 1991, as amended, applicable to any of the matters not specifically covered by these Bylaws, are hereby by reference incorporated in and made a part of these Bylaws.

ARTICLE VII.
USE OF EASTER SEALS NAME AND SYMBOLS

Pursuant to a Membership Agreement, the Corporation has been granted a license to use the trade mark "Easter Seals" and the registered symbol, the stylized Easter Lily, which along with all other intellectual property rights of Easter Seals are the sole and exclusive property of Easter Seals, Inc. (hereinafter referred to as "Easter Seals" or "Easter Seals National Headquarters"). The Corporation is

affiliated with Easter Seals by means of a Membership Agreement between the Corporation and Easter Seals (the "Membership Agreement"). Accordingly, in the event of the dissolution of the Corporation, or in the event its affiliation with Easter Seals shall be terminated, voluntarily or involuntarily, the Corporation shall thereupon immediately discontinue the further usage of such name and symbol, and of any other name and symbol which may hereafter be adopted by Easter Seals, Inc., and authorized for use by the Corporation, and will promptly take all required action under state law to amend its charter to change its name to a name which does not contain the words "Easter" or "Seals" and which is not otherwise confusingly similar to its present name. Upon any notice of termination of the Membership Agreement, such former affiliate shall no longer identify itself by name or otherwise, directly or indirectly, as a part, or an affiliate of Easter Seals in any manner whatsoever and shall not have any of the rights or privileges pertaining to its former status as an affiliate.

Secretary


John M. Severn

10/15/19

Date