

August 30, 2016

SECOND AMENDED & RESTATED

CODE OF BY-LAWS

OF

LIFELINE YOUTH & FAMILY SERVICES, INC.

ARTICLE I

NAME

The name of the corporation is LIFELINE YOUTH & FAMILY SERVICES, INC., an Indiana nonprofit corporation (the “Corporation”) operating under the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”).

ARTICLE II

PURPOSE – MISSION – CORE VALUES

- 2.01 Purpose.** The Corporation is organized and shall be operated exclusively for charitable, educational and religious purposes by providing a full continuum of prevention, intervention, and after care services for children and families who have been impacted by or who are at risk for abuse, neglect or delinquency.
- 2.02 Mission.** The mission of the Corporation is “Changing hearts and bringing hope to a generation at risk.”
- 2.03 Core Values.** The core values of the Corporation are:
- A. We are committed to the Great Commission and adhere to biblical teachings.
 - B. We consider families to be the foundation for success.
 - C. We strive for excellence in everything.
 - D. We are committed to the development of staff.
 - E. We believe that lasting change comes from the renewing of the mind and heart.
 - F. We treat those we serve with compassion, dignity and respect.

ARTICLE III

MEMBERS

- 3.01 Member.** The sole-member of the Corporation shall be Lasting Change, Inc., an Indiana nonprofit corporation (the “Member”).

- 3.02 Appointment of Directors.** The Member shall have the sole and exclusive power to appoint and remove, with or without cause, all of the members of the Full Board (as such term is defined in Section 4.02(A) below).
- 3.03 Member Consent.** Except with the prior written consent of the Member, the Corporation shall not:
- A. Amend or restate the Articles of Incorporation or Bylaws of the Corporation or of any subsidiary or affiliate of the Corporation;
 - B. Allow or permit the establishment, acquisition, divestiture, dissolution, merger, consolidation, change in membership, affiliation or reorganization of the Corporation or of any subsidiary or affiliate of the Corporation;
 - C. Allow or permit the Corporation or any subsidiary or affiliate of the Corporation to incur any debt for borrowed money (i) outside the ordinary course of business, or (ii) in excess of one-hundred thousand dollars (\$100,000.00);
 - D. Mortgage, pledge, encumbrance or grant any other security interest in any property(ies) or asset(s) of the Corporation or of any subsidiary or affiliate of the Corporation outside the ordinary course of business;
 - E. Sell, lease or otherwise dispose of any property(ies) or asset(s) of the Corporation or of any subsidiary or affiliate of the Corporation (i) outside the ordinary course of business, or (ii) with a fair market value in excess of one-hundred thousand dollars (\$100,000.00) individually or in the aggregate;
 - F. Appoint or remove the CEO, auditors, attorneys or other professional advisors of the Corporation or of any subsidiary or affiliate of the Corporation; or
 - G. Allow or permit any action that is inconsistent with the charitable purpose of the Corporation.

ARTICLE IV

BOARD OF DIRECTORS

- 4.01 General Powers.** Subject to Section 3.03 above and except as otherwise provided in the Act, the control and management of the affairs of the Corporation shall be vested in its Board of Directors.
- 4.02 Number – Tenure – Qualifications.**
- A. Number – Tenure. The Board of Directors shall consist of at least three (3) and not more than twenty (20) directors. The actual number of directors constituting the Board of Directors (the “Full Board”) may be fixed or changed, from time to time, within the maximum and minimum, by the Board of Directors. In the absence of a resolution by

the Board of Directors fixing or changing the number of Directors, the number shall be seven (7). Each director shall hold office for a term of two (2) years or, if longer, until his successor shall have been elected and qualified. A Director may serve successive terms.

- B. **Qualifications.** Directors need not be residents of the State of Indiana, but must be individuals who reside within the geographic area served by the Corporation. Directors must actively participate in the Corporation's mission, including, but not limited to, contributing time, money, or talent to the Corporation, and attending meetings of the Board of Directors. Before a director's term of office commences and annually thereafter, each director shall sign a statement that affirms the director has received, read, understands and has agreed to comply with both the (i) Statement of Faith, and (ii) Conflict of Interest Policy, of the Corporation, as adopted by the Board of Directors from time to time. Directors shall have such other qualities as may be determined by the Board of Directors from time to time.

- 4.03 **Election of Directors.** All of the directors constituting the Full Board, as such number may vary from time to time in accordance with Section 4.02(A) above, shall be appointed by the Member (each, an "Appointed Director" and collectively, the "Appointed Directors"). In accordance with the Second Amended & Restated By-Laws of the Member, the chief executive officer of the Member shall be appointed and serve as an Appointed Director.
- 4.04 **Resignation.** Any Director may resign at any time by delivering written notice to the Member. The acceptance of any resignation of a director, unless required by the terms thereof, shall not be necessary to make it effective. Any resignation of a director shall be effective when the notice is delivered unless the notice specifies a later effective date.
- 4.05 **Removal.** The Member may remove any or all the Directors with or without cause and for any or no reason at any time.
- 4.06 **Vacancy.** If any vacancy occurs on the Board of Directors caused by resignation, removal, death or other incapacity, or an increase in the number of directors, then the Member shall fill such vacancy. The term of a director elected to fill a vacancy expires at the end of the term for which the director's predecessor was appointed or elected.

ARTICLE V

MEETINGS OF DIRECTORS

- 5.01 **Chairman.** The Board of Directors may annually elect a chairman ("Chairman") to preside at all meetings of the Board of Directors and the Chairman shall be an ex-officio member of all committees of the Board of Directors. The Chairman shall exercise such powers as may be assigned by the Board of Directors and shall be subject to the control of the Board of Directors.

5.02 Annual Meeting. An annual meeting of the Board of Directors shall be held in the month of December of each year at a time and place selected by the Member, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The Member may choose to hold the annual meeting during a different month. Unless otherwise determined by the Member, the annual meeting shall be held within seventy-five (75) miles of Allen County, Indiana. The order of business at the annual meeting shall be as follows:

- A. Roll Call,
- B. Approving the notice of the meeting and proof of mailing,
- C. Approving the minutes of the last preceding meeting,
- D. Report of Chief Executive Officer,
- E. Report of Secretary,
- F. Report of Treasurer,
- G. Appointment of one director to the Lasting Change, Inc. Board,
- H. Transaction of other business,
- I. Adjournment.

In the absence of any objection, the presiding officer may vary the order of business at his discretion.

5.03 Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at a time and place determined by the Board of Directors. Unless otherwise determined by the Board of Directors, any meeting shall be held within seventy-five (75) miles of Allen County, Indiana. No notice shall be required for regular meetings of the Board of Directors.

5.04 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the chief executive officer or the lesser of (i) a majority of the Board of Directors; or (ii) four (4) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place of holding any special meeting called by them. However, any meeting shall be held within seventy-five (75) miles of Allen County, Indiana.

5.05 Notice of Meetings. Written notice of each annual or special meeting of the Board of Directors shall be given by, or at the direction of, the secretary or the person(s) authorized to call the meeting, by mailing a copy of such notice, postage pre-paid, at least ten (10) days before such meeting to each director, addressed to the director's address last appearing on the books of the Corporation or supplied by such director to the Corporation for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in

the case of a special meeting, the purpose of the meeting. Notwithstanding the foregoing, in the event of an emergency, a special meeting may be held upon notice given not less than two (2) days before such meeting. If the Corporation has been furnished with a facsimile number or an electronic mail number for a director, notice of such special meeting may also be given by a facsimile transmission or electronic mail. If given by such method, notice shall be considered given on the date of its transmission.

- 5.06 Waiver of Notice.** A director's attendance at a meeting: (1) waives objection to lack of notice or defective notice of the meeting, unless the director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (2) waives objection to consideration of a particular matter at a special meeting that is not within the purpose or purposes described in the meeting notice, unless the director objects to considering the matter when it is presented at the meeting.
- 5.07 Quorum.** At all meetings of the Board of Directors, a majority of the number of directors then constituting the Full Board shall be necessary to constitute a quorum for the transaction of any business, except that (a) for the purpose of filling a vacancy on the Board of Directors in accordance with Section 4.06 above, a majority of the directors then in office shall constitute a quorum, and (b) a lesser number of directors may adjourn the meeting from time to time until a quorum is present.
- 5.08 Manner of Acting.** The affirmative vote of a 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 of the Corporation or these by-laws. Each director shall be entitled to one (1) vote upon matters submitted to a vote.
- 5.09 Informal Action by Directors.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the Board of Directors and such written consent is filed with the minutes of proceedings of the Board of Directors. Action taken under this Section is effective when the last director signs a written consent, unless the consent specifies a different prior or subsequent effective date.
- 5.10 Meetings by Telephone.** Members of the Board of Directors may hold or participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment provided that all such persons so participating in such meeting can hear each other at the same time.

ARTICLE VI

OFFICERS

- 6.01 Power to Elect Officers.** The Board of Directors shall elect a chief executive officer, a secretary and a treasurer. The chief executive officer shall have the power to appoint such other officers and agents as the Board of Directors may deem necessary or appropriate for transaction of the business of the Corporation. Any two or more offices may be held by the same person, except the offices of chief executive officer and secretary. The Board of

Directors may require any officer, employee or agent to file with the Corporation a satisfactory bond conditioned for the faithful performance of that person's duties.

- 6.02 Election and Term of Office.** The officers of the Corporation shall be elected annually by the affirmative vote of a majority of the Board of Directors at its annual meeting. Officers shall be eligible for re-election.
- 6.03 Resignation.** Any officer may resign at any time by giving written notice of resignation to the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt of the resignation by the Board of Directors. Acceptance of such resignation shall not be necessary to make it effective, unless otherwise specified therein.
- 6.04 Removal.** Any officer may be removed, with or without cause, at any time by the affirmative vote of a majority of the Board of Directors at any meeting thereof called for such purpose and at which a quorum is present.
- 6.05 Vacancy.** The Board of Directors has the power to fill any vacancy in any office occurring for any reason whatsoever.
- 6.06 Chief Executive Officer.** The chief executive officer shall preside at all meetings of the Board of Directors in the absence of the Chairman of the Board or in the event of a vacancy in such office and shall be an ex officio member of all committees of the Board of Directors. Under the direction of the Board of Directors, the chief executive officer shall have general supervision over the day-to-day affairs of the Corporation and over the other officers of the Corporation. The chief executive officer shall vote securities owned by the Corporation. The chief executive officer shall perform all such other duties and assignments as are incident to such office or as may from time to time be delegated by the Board of Directors.
- 6.07 President.** The chief executive officer shall appoint the President. The president shall perform the duties specified in Section 6.06 above in the absence of the chief executive officer. In addition, the president shall perform such other duties and assignments which may from time to time be delegated by the chief executive officer or the Board of Directors.
- 6.08 Vice-President.** The chief executive officer shall appoint the Vice-President. A vice-president shall perform the duties specified in Section 6.07 above in the absence of the president. In addition, the vice-president(s) shall perform such other duties and assignments which may from time to time be delegated by the chief executive officer or the Board of Directors.
- 6.09 Treasurer.** The treasurer shall have custody of all moneys and securities of the Corporation and shall give bond in such sums and with such surety as the Board of Directors may require, conditioned upon the faithful performance of the treasurer's office. The treasurer shall perform all such other duties as are incident to the office as treasurer and which may from time to time be delegated by the chief executive officer or the Board of Directors.

- 6.10 Secretary.** The secretary shall have the responsibility for providing that notices be issued, and shall provide that minutes of all meetings of the Board of Directors be adequately kept. The secretary shall have responsibility for all corporate books, records and papers, any and all written contracts of the Corporation and shall be custodian of the corporate records. The secretary shall perform all such other duties as are incident to the secretary's office and which may from time to time be delegated by the chief executive officer or the Board of Directors.
- 6.11 Delegation of Powers.** For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board of Directors may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

ARTICLE VII

COMMITTEES

- 7.01 Creation of Committees.** The Board of Directors may appoint from among its members an Executive Committee to give direction and guidance to the officers of the Corporation on a regular basis. In addition to the Executive Committee, the Board of Directors may create one (1) or more other committees and appoint members of the Board or other individuals to serve thereon. Each committee may have one (1) or more members, who serve at the pleasure and discretion of the Board of Directors. The creation of a committee and the appointment and removal of committee members must be approved by the affirmative vote of a majority of the Board of Directors.
- 7.02 Powers of the Committees.** To the extent specified by the Board of Directors, each committee may exercise the authority of the Board, except a committee may not approve or propose to the Member any action that the articles of incorporation of the Corporation, these by-laws or the Act requires to be approved by the Member.
- 7.03 Meetings; Procedure; Quorum.** Sections 5.03 through 5.10 of these by-laws applicable to the Board of Directors apply to the committees and their members as well.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- 8.01 Contracts.** The Board of Directors may authorize any officer or employee of the Corporation 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 specific instances. In the absence of such authorization by the Board of Directors, such contracts or instruments shall be signed by the chief executive officer of the Corporation.
- 8.02 Bank Accounts.** The Board of Directors shall designate such directors or officers of the Corporation who shall have the authority to deposit any funds of the Corporation in such

bank(s) or savings institution(s) as shall be designated by the Board of Directors. The Board of Directors shall also designate such directors or officers who may withdraw any or all of the funds of the Corporation in any bank or savings institution, upon checks, drafts or other instruments or orders for the payment of money which are drawn against the account or in the name or on behalf of the Corporation and made or signed by such directors, officers or agents. Each bank or savings institution holding funds of the Corporation is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by directors or officers so designated by the Board of Directors until written notice of the revocation of the authority of such directors or officers has been received by such bank or savings institution. The secretary of the Corporation shall certify to the bank(s) or savings institution(s) holding funds of the Corporation the signature(s) of the directors or officers of the Corporation so designated by the Board of Directors to draw against such funds. If the Board of Directors fails to designate the persons having authority to sign checks, drafts or other instruments or orders for the payment of money, as provided in this Section 8.02, all such checks, drafts and other instruments or orders for the payment of money shall be signed by the chief executive officer and countersigned by the secretary or treasurer of the Corporation.

8.03 Gifts. The Board of Directors, in its discretion, may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

8.04 Power of Board to Borrow Money. Subject to Section 3.03 above, the Board of Directors may (i) borrow money when, in its discretion, such borrowing is required in the general interests of the Corporation, and in such case the Board of Directors may authorize the proper officers of the Corporation to make, execute and deliver in the name and on behalf of the Corporation such notes, bonds, and other evidence of indebtedness as said officer shall deem proper, and (ii) mortgage, pledge, encumber or grant a security interest in the property of the Corporation or any part thereof, as security for such indebtedness.

ARTICLE IX

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected at any reasonable time by the Member and, for a proper purpose, by any director.

ARTICLE X

FISCAL YEAR

Except as may from time to time otherwise be determined by the Board of Directors, the fiscal year of the Corporation shall end on December 31.

ARTICLE XI

INDEMNIFICATION

To the extent not inconsistent with the law of the State of Indiana, every person (and the heirs and personal representatives of such person) who is or was a member, director, officer, employee or agent of the Corporation shall be indemnified by the Corporation as provided in Section 23-17-16-1 *et seq.* of the Act.

ARTICLE XII

MISCELLANEOUS

12.01 Seal. The Corporation shall not have a seal.

12.02 Contract Rights/Compensation. The election or appointment of a director or officer for the Corporation shall not of itself create contract rights or rights to compensation. No director shall be entitled to receive compensation from the Corporation without the specific written approval of the Member. No officer or anyone else shall be entitled to receive compensation from the Corporation without the specific written approval of the Board of Directors.

12.03 Loans. The Corporation shall not lend money to or guarantee the obligation of an officer or director of the Corporation.

12.04 Reimbursement of Expenses. The Board of Directors is authorized to reimburse anyone for expenditures made in direct furtherance of the objectives of the Corporation pursuant to procedures adopted by the Board of Directors.

12.05 Compliance With Law. It is the policy of the Corporation to comply with all applicable federal, state and local law pertaining to nondiscrimination and other matters. The Corporation encourages the input of all relevant minority and cultural groups to its deliberations and policy making. The actions of the Corporation shall in all ways reflect sensitivity to the diverse elements of our nation.

12.06 Indiana Law. The Corporation shall be governed by the Act.

ARTICLE XIII

AMENDMENTS TO BY-LAWS

These by-laws or any provision hereof may be amended, repealed or supplemented only (i) with the prior written consent of the Member, and (ii) upon the affirmative vote of a majority of the Board of Directors at a duly called meeting thereof. Any amendment which purports to allow the directors or officers of the Corporation to conduct the affairs of the Corporation in any manner or

for any purposes contrary to the provisions of Sections 501(c)(3) of the Code shall be invalid and void *ab initio*.