**BYLAWS**

**OF**

**WABASH VALLEY RECOVERY CENTER, INC.**

ARTICLE I

General

Section 1. Name. The name of the Corporation is Wabash Valley Recovery Center, Inc. (the “Corporation”).

Section 2. Purpose.

**Vision**: Recovery from substance use for all

**Mission**: The mission of the Wabash Valley Recovery Center, Inc. is to change lives through advocacy and education, creating unity, awareness, and support for addiction prevention, treatment, and recovery.

**Goals**:

We understand everyone’s recovery journey is individual and we honor all pathways to recovery. The team at the WVRC are all individuals with lived experience of recovery who have the unique ability to connect, listen, and support without judgment. We are here to help guide anyone seeking to initiate or sustain long-term recovery, whatever that looks like for you. We offer hope to individuals and family members affected by substance use disorder.

Our Goals

* + - * Unify our community in the battle against substance use
      * Reduce barriers to recovery for those seeking help
      * Coordinate local resources
      * Reduce stigma surrounding substance use
      * Provide support to family and loved ones of those facing substance use issues

Section 3. Address. The post office address of the Corporation’s office is 500 Farrington Street, Terre Haute, Indiana, 47803.

Section 4. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December next succeeding.

ARTICLE II

Board of Directors

Section 1. Directors. The 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 Corporation’s Articles of Incorporation (the “Articles of Incorporation”) and these Bylaws. The Board of Directors shall have the number of members, no fewer than three (3), as designated by resolution of the Board of Directors from time to time. When not so designated, the number of directors shall be three (3).

Section 2. Terms and Qualifications. The term of each member of the initial Board of Directors shall extend through December 31, 2025, and until his or her successor is appointed and qualified. Immediately preceding (or following) the scheduled expiration of the term of any director, the Board of Directors of Wabash Valley Recovery Center, Inc., shall appoint his or her successor, and each such new director shall serve for a term of two (2) years, or until his or her successor is appointed and qualified. A director may serve any number of consecutive or nonconsecutive terms. The Board of Directors must have a minimum of 51% of individuals with personal lived experience of recovery from substance use issues. Either the President or Vice-President must be a person with personal lived experience of recovery from substance use issues.

Section 3. Quorum and Approval of Actions. A majority of directors in office immediately before a meeting begins shall constitute a quorum of the transaction of any business properly to come before the Board of Directors. Unless otherwise provided in the Articles of Incorporation or these Bylaws, the approval of a majority of the directors present at meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4. Regular Meetings. The Board of Directors may hold regular meetings as fixed by these Bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as properly may come before the Corporation’s Board of Directors. Such regular meetings of the Board of Directors may be held forty-eight (48) hours notice of the date, time, place, or purpose of the meeting.

Section 5. Special Meetings. Notwithstanding the immediately preceding provisions for regular meetings, the Board of Directors may hold special meetings for any lawful purpose upon not less than two days notice, as described in these Bylaws, upon call by the President of the Corporation or by not less than two of the directors then in office. A special meeting shall be held at such date, time, and place within or without the State of Indiana as is specified in the call of the meeting. The purpose of any such meeting need not be specified.

Section 6. Notice of Special Meetings. Oral or written notice of the date, time, and place of each special meeting of the Board of Directors shall be communicated, delivered, or mailed by the Secretary of the Corporation, or by the person or persons calling the meeting, to each member of the Board of Directors so that such notice is effective at least two days before the date of the meeting. The notice need not describe the purpose of the special meeting.

Oral notice shall be effective when communicated. Written, electronic, or faxed notice, where applicable, shall be effective at the earliest of the following:

(a) When received;

(b) Two (2) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation;

(c) On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or

(d) Thirty days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified mail, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

Section 7. Waiver of Notice. Notice may be waived in a writing signed by the director entitled to the notice and filed with the minutes or the corporate records. Attendance at or participation in any meeting of the Corporation’s Board of Directors shall constitute a waiver of notice of such meeting unless the director shall, at the beginning of the meeting or promptly upon the director’s arrival, object to holding the meeting and does not vote for or assent to action taken at the meeting.

Section 8. Means of Communication. The Board of Directors, or a committee thereof, may (a) permit a director or a committee member to participate in a regular or special meeting by or (b) conduct a regular or special meeting through the use of any means of communication by which all directors or committee members participating may simultaneously hear each other during the meeting. A director or committee member participating in a meeting by such means shall be considered present in person at the meeting.

Section 9. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each director or committee member and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this section shall have the effect of approval at a meeting and may be described as such in any document.

Section 10. Removal, Resignation, and Vacancies. The Board of Directors of Wabash Valley Recovery Center, Inc. may remove a director from office at any time, with or without cause. A director may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. A vacancy on the Board of Directors, whether created by removal or resignation, shall be filled by the Board of Directors of Wabash Valley Recovery Center, Inc., and the person so appointed to fill such vacancy shall serve until the expiration of the term vacated.

ARTICLE III

Officers

Section 1. In General. The officers of this Corporation shall be a President, a Vice-President, Secretary, a Treasurer, and such other officers as the Board of Directors may otherwise elect. An officer may simultaneously hold more than one office. Each officer shall be elected by the Board of Directors and shall serve for one year, or such other period as prescribed by the Board of Directors at the time of such election, and until the officer’s successor is elected and qualified. All officers may, but need not, be members of the Board of Directors. Any officer may be removed by the Board of Directors, with or without cause. Any vacancy occurring in any office shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

Section 2. President. The President shall preside at all meetings of the Board of Directors of the Corporation and shall be responsible for implementation of policies established by the Board of Directors. The President shall perform such other duties as the Board of Directors may prescribe.

Section 3. Vice-President. The Vice-President shall act in place of the President and shall be empowered to perform all acts which the President is authorized to perform in case of his or her absence or inability to serve. The Vice President shall perform the duties usual to such position and such other duties as the Board of Directors or President may prescribe.

Section 4. Secretary. The Secretary shall be the custodian of all papers, books, and records of the Corporation other than books of account and financial records. The Secretary shall prepare and enter into the minute book the minutes of all meetings of the Board of Directors. The Secretary shall authenticate records of the Corporation as necessary. The Secretary shall perform the duties usual to such position and such other duties as the Board of Directors or the President may prescribe.

Section 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 the President may prescribe.

Section 6. Other Officers. Each other officer of the Corporation shall perform such duties as the Board of Directors or the President may prescribe.

ARTICLE IV

Committees

Section 1. Executive Committee. The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate three (3) or more directors of the Corporation to constitute an Executive Committee which, to the extent provided in such resolution and consistent with applicable law, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation’s affairs during intervals between the meetings of the Board of Directors. The Executive Committee shall be subject to the authority and supervision of the Board of Directors.

Section 2. Other Committees. The Board of Directors may establish other committees, in addition to the Executive Committee, to accomplish the Corporation’s goals and execute the Corporation’s programs and projects. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Members of such committees may, but need not, be members of the Board of Directors. A committee member appointed by the Board of Directors may be removed by the Board of Directors with or without cause.

ARTICLE V

Conflict of Interest

The standard of behavior at the Corporation is that all staff, volunteers, officers and Board members scrupulously avoid conflicts of interest between the interests of the Corporation, on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflict of interest.

A Board member understands that the purposes of this policy are to protect the integrity of the Corporation’s decision-making process, to enable the Corporation’s constituencies to have confidence in their integrity, and to protect the integrity and reputations of volunteers, staff, officers and Board members.

In the course of meetings or activities, should the Board be asked to make a decision that could affect the Board member’s business or other affiliations, family and/or significant other, employer, or close associates, a Board member will recuse himself/herself from the discussion and vote.

A Board member may be provided with the information about the Corporation or its actual and/or potential assets, and therefore will respect the confidentiality of this information and discuss it only with others who have likewise been entrusted with it for the Corporation’s purposes.

ARTICLE VI

Indemnification

Section 1. The Board of Directors shall cause the Corporation to indemnify any person who was or is a party of is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, against expenses (including attorney’s fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceedings if that person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and with respect to any criminal action or proceeding had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea or nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which that person reasonably believed to be in or not opposed to the best interests of the Corporation or its members and, with respect to any criminal action or proceedings, had reasonable cause to believe that person’s conduct was unlawful.

Section 2. The Board of Directors shall cause the Corporation to indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that person is or was a director, officer, employee, or agent of the Corporation, against expenses (including attorney’s fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if that person acted in good faith and in a manner that person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in that performance of that person’s duty to the Corporation unless any only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Any indemnification under Section 1 and Section 2 immediately above shall be made by the Corporation pursuant to an order by a court or upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because that person has met the applicable standard of conduct set forth in Section 1 and Section 2 immediately above. Such determination shall be made by the Board.

Section 4. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Section 1 and Section 2 above shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Section 3 immediately above upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation.

Section 5. The indemnification provided in this Section shall extend to a person who has ceased to be a director, officer, employee, or agent and in such case shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 6. The Board of Directors of the Corporation shall have the authority to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such whether or not the Corporation would have power to indemnify such person against such liability under Section 1 and Section 2 above.

Section 7. For the purposes of Section 1 and Section 2 above, references to the Corporation include all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation, so that a person who is or was a director, officer, employee, or agent of such constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee, or agent of another corporation partnership, joint venture, trust, or other enterprise shall stand in the same position under the provisions of this Section with respect to the resulting or surviving corporation as that person would if he or she had served the resulting or surviving corporation in the same capacity.

Section 8. For the purposes of Section 1 and Section 2 above, references to the Corporations include all affiliated corporation that a person who is or was a director, officer, employee or agent of such affiliated corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent or another corporation, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Section with respect to the affiliated corporation as that person would if he or she had served the Corporation in the same capacity.

Section 9. The foregoing right of indemnification shall be in addition to, and not inclusive of, all other rights to which such director, officer, employee, or agent may be entitled.

ARTICLE VII

Contracts, Checks, Loans, Deposits, and Gifts

Section 1. Contracts. The Board of Directors may authorize one or more officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Corporation or to enter it liable for any purpose or amount.

Section 2. Checks. All checks, drafts, or other orders for the payment of money by the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 3. Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 4. Deposits. All funds of the Corporation shall be deposited to its credit in such bank, banks, or other depositaries as the Board of Directors may designate. Such designation may be general or confined to specific instances.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, grant, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine from time to time by policy or resolution.

ARTICLE VIII

Amendments

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