

**BYLAWS OF**  
**OAKLAWN PSYCHIATRIC CENTER, INC.**

**ARTICLE I**

**PURPOSE AND IDENTIFICATION**

1.1 Name. The name of the Corporation is OAKLAWN PSYCHIATRIC CENTER, INC.

1.2 Purpose. The purposes of the Corporation shall be as set forth in the Articles of Incorporation. This Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in these Bylaws and its Articles of Incorporation, as amended.

1.3 Principal Office. The principal office of the Corporation shall be located at 330 Lakeview Drive, Goshen, IN 46528.

1.4 Seal. The Corporation may have a seal which shall have imprinted on it the name of the Corporation, the word "Indiana" and the word "Seal" in the middle thereof; provided, however, that no seal shall be necessary to bind the Corporation or for any other purpose with respect to documents executed by or on behalf of the Corporation.

1.5 Fiscal Year. The fiscal year of the Corporation shall begin at the beginning of the first day of July and end at the close of the last day of June next succeeding.

**ARTICLE II**

**MEMBERS**

2.1 No Members. This Corporation shall not have members. To the extent that for transition purposes or otherwise, the Corporation needs to have members, then the Directors shall be deemed the members.

**ARTICLE III**

**BOARD OF DIRECTORS**

3.1 Governance. The affairs of this Corporation shall be managed by or under the direction of a Board of Directors which shall have the overall responsibility for the operation of the facility. Said Board of Directors shall have all of the duties, power and authorities as prescribed under the statutes of the State of Indiana concerning an Indiana not-for-profit corporation.

3.2 Number. The number of Directors of this Corporation shall consist of not less than fifteen (15) members and not more than eighteen (18). The number of Directors may be varied from time to time within the limits set in the Articles or by amendment of these Bylaws. The Corporation will have two (2) classes of Directors. One class of Directors will be the sole Director appointed by the Elkhart County Board of Commissioners. The second class of Directors will be the Directors appointed by the then existing Directors of the Corporation. The terms of the Directors will be staggered. A new appointment or vacancy will be placed in the same class as the Director who just resigned, died, was removed, or reached the term limits.

3.3 Qualifications and Term.

- (1) One of the Directors shall be appointed by the Elkhart County Board of Commissioners, which is the executive body of Elkhart County, Indiana. The appointee of the Elkhart County Board of Commissioners must be an Elkhart County resident.
- (2) All Directors other than the Director appointed pursuant to Section 3.3(1) above shall be appointed by the then constituted Board of Directors. The Directors appointed pursuant to this Section 3.3(2) shall be nominated by existing Directors, and elected by a majority of the Directors entitled to vote at the annual meeting of the Board of Directors.
- (3) The term of each Director shall be for three (3) years and until a successor has been duly appointed and qualified. A Director shall be limited to four (4) consecutive three-year terms. A partial term of more than one year shall be treated as a full term for purposes of this limitation and a partial term of less than one year shall be disregarded for purposes of the term limitation.

3.4 Vacancies. Except for the Director appointed by the appointed by the Elkhart County Board of Commissioners, in case of any vacancy in the number of Directors through death, resignation, removal or other cause, or in the event the number of Directors is increased by amendment of the Bylaws, the remaining Directors, by the affirmative vote of a majority thereof, may elect a successor to fill such vacancy until the next annual meeting and until his/her successor is elected and qualified. A vacancy in the Director's position appointed by the Elkhart County Board of Commissioners by reason of death, resignation, or removal, shall be filled by appointment by the Elkhart County Board of Commissioners.

3.5 Orientation. New members of the Board of Directors shall participate in an orientation program to advise them of the background and activities of the Corporation, and all members of the Board of Directors shall participate in appropriate continuing education programs included as part of the regular meetings of the Board of Directors.

3.6 Removal. Except for the Director appointed by the Elkhart County Board of Commissioners, a Director may be removed by the affirmative vote of a majority of the remaining Directors at any time, with or without cause. The Director appointed by the Elkhart County Board

of Commissioners may be removed by the Elkhart County Commissioners at any time, with or without cause. All rights, powers, and privileges of any Director of the Corporation in any corporate capacity, including as an officer, shall cease for all purposes on the death, resignation, or removal of such Director.

#### **ARTICLE IV**

##### **MEETINGS OF BOARD OF DIRECTORS**

4.1 Annual Meeting. There shall be an annual meeting of the Board of Directors, which may be held in or out of the State of Indiana, for the purpose of the election of officers and any other business that may properly be brought before it. The agreement of a majority of the Directors to fix the time and place of such meeting may be ascertained by telephone or correspondence. At least five (5) days written notice of the time and place of the annual meeting shall be given to all Directors.

4.2 Additional Meetings. All meetings of the Directors, other than the annual meeting, may be held at any place within or without the State of Indiana on notice given by mail, telephone, e-mail, or personally, and any such notice shall be considered sufficient if given at such time and manner as in due course will enable the person notified to reach the place designated in time for the meeting.

4.3 Frequency of Meetings. The Board of Directors shall meet quarterly with one of the quarterly meetings being designated the annual meeting, unless otherwise provided herein, and as often in addition thereto as the Board of Directors may determine.

4.4 Waiver of Notice. Notice of any meeting of the Board of Directors may be waived in writing either before or after the meeting or by attendance in person.

4.5 Quorum. A majority of the Board of Directors in office shall be necessary to constitute a quorum for the transaction of business at any properly called meeting of the Board of Directors.

4.6 Voting. Voting by proxy shall not be permitted. Except as provided by statute, the Articles or these Bylaws, a majority of the votes cast at a meeting of Directors, duly called, and at which a quorum is present, shall be sufficient to take or authorize proper action.

4.7 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if prior to such action a written consent to such action is signed by a quorum of members of the Board and such written consent is filed with the minutes of the proceedings of the Board of Directors. To the extent e-mail consents are permitted by law, the written consents will be deemed to exist when the e-mail address from which an affirmative response is e-mailed corresponds to the e-mail address registered with the corporation for the Director who is making the response. Written copies of such e-mail responses shall be filed with the minutes of the proceedings of the Board of Directors.

4.8 Presence. Any or all of the Board of Directors may participate in a meeting of the Board by means of technology by which all persons participating in the meeting can simultaneously hear and communicate with each other, and participation in this manner constitutes presence in person at the meeting.

4.9 Chair of the Meeting. The Board of Directors shall annually select a Chair of the Board from among the Directors. Unless otherwise sooner removed by the Board of Directors, the Chair of the Board shall serve for a term of one (1) year and until his or her successor is elected and shall qualify. Any vacancy in the Chair of the Board position shall be filled by the Board of Directors. The Chair of the Board shall preside at all meetings of the Board of Directors, may give notice of any meeting of the Directors, when called in accordance with the provisions of these Bylaws, and shall perform such duties as are customary incident to the office of Chair of the Board and such other duties as shall be directed by the Board of Directors. In the absence of the Chair of the Board, the Vice Chair, if any and if present and acting, or the President, if present and acting, or any other Director chosen by the Board, shall preside.

## ARTICLE V

### EXECUTIVE COMMITTEE

5.1 Designation of Executive Committee. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate two (2) or more Directors to constitute an Executive Committee. The designation of such Executive Committee, and the delegation of the authority herein granted, shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed on it or such member by law. The Board of Directors shall have the power at any time to increase or decrease the number of members of the Executive Committee, to fill the vacancies thereon, to change any member thereof, and to change the functions or terminate the existence thereof subject to governing statutes.

5.2 Powers of the Executive Committee. During the intervals between meetings of the Board of Directors, and subject to such limitations as may be required by law, these Bylaws, or by resolution of the Board of Directors, from time to time, the Executive Committee shall have and may exercise all the authority of the Board of Directors in the management of the Corporation. The Executive Committee may also from time to time formulate and recommend to the Board of Directors for approval, general policies regarding the management of the affairs of the Corporation.

5.3 Meetings. Meetings of the Executive Committee may be held at any time, place and upon such notice given by mail, telephone, e-mail, or personally, as may be from time to time determined by the Executive Committee.

5.4 Waiver of Notice. Notice of any meeting of the Executive Committee may be waived in writing either before or after the meeting or by attendance in person.

5.5 Quorum. A majority of the Executive Committee shall be necessary to constitute a quorum for the transaction of business at any properly called meeting of the Executive Committee.

5.6 No Proxy. Voting by proxy shall not be permitted.

5.7 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if prior to such action a written consent to such action is signed by a quorum of members of the Executive Committee and such written consent is filed with the minutes of the proceedings of the Executive Committee. To the extent e-mail consents are permitted by law, the written consents will be deemed to exist when the e-mail address from which an affirmative response is e-mailed corresponds to the e-mail address registered with the corporation for the Director who is making the response. Written copies of such e-mail responses shall be filed with the minutes of the proceedings of the Board of Directors.

5.8 Presence. Any or all of the Executive Committee may participate in a meeting of the Executive Committee by means of technology by which all persons participating in the meeting can hear and communicate with each other and participating in this manner constitutes presence in person at the meeting.

## **ARTICLE VI**

### **OFFICERS AND COMMITTEES**

6.1 Officers of the Corporation. The officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary, and a Treasurer, and such other officers, assistant officers and agents as may be deemed necessary by the Board of Directors. The officers shall be selected annually at the annual meeting of said Board. The duties of each respective officer shall include those duties provided in these Bylaws, those duties which usually pertain to said respective offices, those duties which are specifically assigned by the Board of Directors from time to time, and all of which shall be subject to those limitations imposed by the Board of Directors. Any officer may be removed by the Board of Directors at any time, with or without cause. Unless otherwise sooner removed by the Board of Directors, the officers shall serve for a term of one (1) year and until their successors are elected and shall qualify. In the case of any vacancy in any office of the Corporation, the vacancy shall be filled by the Board of Directors. No two offices shall be held by the same person at the same time.

6.2. President. The President may give notice of any meeting of the Directors when called in accordance with the provisions of these Bylaws, shall serve as the chief executive officer of the Corporation, and shall also perform such duties as are customary incident to the office of the President and such other duties as shall be directed by the Board of Directors.

6.3 Vice-Presidents. The Vice-Presidents shall perform, in the order established by the Board of Directors, the duties of the President in the case of death, absence, or inability of the President to act for any cause.

6.4 Secretary. The Secretary shall cause to be given notice of all meetings of the members or of the Board of Directors which are required, and shall cause to be kept records of

their proceedings, shall cause the corporate seal, if any, to be retained in a safe place, and shall cause an accurate list of members and Directors to be kept, with names and addresses, and shall perform such duties as directed by the Board of Directors. Administrative duties consonant with the responsibilities of the office may be delegated by the Secretary to the President or to various assistant secretaries of the Corporation.

6.5 Treasurer. The Treasurer shall collect and keep an account of all monies received and expended for the use of the Corporation, shall deposit sums received by the Corporation in the name of the Corporation in such depositories as shall be approved by the Board of Directors, shall make reports of the finances of the Corporation at each annual meeting and when called upon by the President, and shall perform such duties as shall be directed by the Board of Directors. The funds, books and vouchers in the hands of the Treasurer shall at all times be subject to the inspection, supervision and control of the Board of Directors, and at the expiration of his or her term of office the Treasurer shall turn over to his or her successor in office all books, money and other property in his or her possession. Administrative duties consonant with responsibilities of the office may be delegated by the Treasurer to the chief financial officer and various assistant treasurers of the Corporation.

6.6 Committees. In addition to the Executive Committee, the Board of Directors may, from time to time, appoint such standing and special committees as may be deemed necessary and advisable in carrying out the work of administration of the Corporation.

6.7 Auxiliaries. The Board of Directors may also authorize, from time to time, various auxiliary organizations, and shall approve the Bylaws thereof which shall delineate the purpose and function of any such auxiliary organizations.

6.8 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 of Directors may delegate the powers or duties of such officer to any other officer or to any Director, for the time being, provided a majority of the entire Board of Directors concurs therein.

## **ARTICLE VII**

### **CHIEF EXECUTIVE OFFICER AND MEDICAL DIRECTOR**

7.1 Chief Executive Officer. The Board of Directors shall select and employ a Chief Executive Officer who shall be its sole agent in the management of the Corporation, and who shall be the President of the Corporation. The Chief Executive Officer shall be given all necessary authority for, and shall be held responsible for, the administration of the Corporation in all its activities and throughout its organization, subject only to such policies as may be adopted and such orders as may be issued by the Board of Directors. The Chief Executive Officer shall act as the "duly authorized representative" of the Board of Directors in all matters which the Board has not designated another person for that specific purpose.

The Chief Executive Officer shall have at least a master's degree and shall have demonstrated managerial experience that meets the requirements of pertinent licensing and accreditation organizations. The authority and duties of the Chief Executive Officer shall be as outlined in the Chief Executive Officer job description.

7.2 Medical Director. The Board of Directors shall select and employ the Medical Director, in consultation with the Chief Executive Officer. The Medical Director is responsible to the Board of Directors through the Chief Executive Officer.

The Medical Director shall be a board certified psychiatrist whose responsibilities shall be outlined in the Medical Director's job description.

## ARTICLE VIII

### MISCELLANEOUS

8.1 Execution of Written Instruments. Any written obligation or other written instruments of the Corporation shall be signed on its behalf by the President or any Vice-President and the Secretary or Treasurer unless otherwise provided by resolution of the Board of Directors. The corporate seal, if any, shall be in the custody of the Secretary or designated staff member of the Corporation, but any Director or officer of the Corporation shall have authority to affix the corporate seal to any instrument that may require it when approved by the members or the Directors.

8.2 Annual Reports. The Directors shall cause to be prepared monthly financial reports. The Directors shall also cause to be prepared an annual report.

8.3 Budgets and Program Plans. The Directors shall cause to be prepared an annual budget and program plan at the start of each fiscal year.

8.4 Amendments. These Bylaws may be amended by majority vote of the Directors present at a meeting duly called.

8.5 Notices. Any notice by mail provided for herein shall be sent within the time period provided, addressed to the last known address shown on the corporate records, postage prepaid, by either regular mail or e-mail, or in some other fashion reasonably calculated to give timely notice. Any notice required herein or by law may be waived by the person to be notified to the extent governing statutes permit. Where provided herein, notice may be in some other format, such as by telephone, e-mail or personal notice.

8.6 Periodic Review. These Bylaws shall be reviewed at least every two (2) years by the Board of Directors, revised as necessary, and signed and dated to indicate the time of review or revision.

Approved: September 29, 2021 by Board of Directors