

ADULT AND CHILD HEALTH, INC.
AMENDED AND RESTATED BYLAWS

ARTICLE I

The name of the corporation is Adult and Child Health, Inc., (hereinafter the “Corporation”), a nonprofit Indiana public benefit corporation organized pursuant to the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”).

ARTICLE II

PURPOSES AND POWERS

SECTION 1. PURPOSES. The Corporation is organized, and shall at all times be operated, exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the “Code”), including, but not limited to, promoting health care services and establishing, maintaining and promoting a community organization that will provide high quality health care and social services, including services to an underserved population. Services may include, but are not limited to, medical services, mental health services, addictive disease services, child welfare services, low-income supportive housing services, and supportive employment services.

As part of fulfilling its extended mission and purposes, the Corporation may organize and operate in a manner that enables it to be a Federally Qualified Corporation, as defined in 42 USC 254c(b), or a Federally Qualified Corporation look-alike as well as an Indiana State Certified Community Mental Health Center as defined in 440 IAC 4.1-2-2, and an Indiana Licensed Child Placing Agency as defined in 465 IAC 2-1.5-1 and IC § 31-9-2-17.5.

The Corporation may not engage, other than as an insubstantial part, in activities which in themselves are not in furtherance of the charitable purposes of the Corporation.

No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision hereof to the contrary, the Corporation shall organize and operate exclusively for the purposes that enable it to remain qualified for exemption from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and qualified to receive contributions that are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 2. POWERS. The Corporation shall have such powers as are now or may hereafter be granted by the Act. The Corporation may do any and all lawful acts, and may engage in any and all lawful activities which may be appropriate, necessary or desirable for the accomplishment of the aforesaid purposes, including any activities reasonably incidental to or supportive of such purposes.

ARTICLE III

OFFICES AND REGISTERED AGENT

SECTION 1. PRINCIPAL OFFICE. The Corporation shall have and continuously maintain a principal office in the State of Indiana at such place within the State of Indiana as the Board of Directors may, from time to time, designate.

SECTION 2. REGISTERED AGENT. The Corporation shall, at all times, maintain a registered agent at a registered office within the State of Indiana.

SECTION 3. CHANGE OF PRINCIPAL OFFICE OR REGISTERED AGENT. The principal office, the registered agent and the registered office of the Corporation may from time to time be changed by the Board of Directors.

ARTICLE IV

MEMBERS

The Corporation shall have no Members.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. QUALIFICATIONS. Directors shall be nominated consistent with the requirements of 440 IAC 4.1-2-2, as it currently exists and as it may be amended from time to time. Directors shall be chosen with reference to the following criteria:

Successful candidates for Board membership:

- a) Reside within, be employed within, or have long term connections with a county in the organization's service area (with at least one member who resides in each of the counties designated by the State of Indiana as the Corporation's Primary Service Area);
- b) Represent the community and its needs and preferences;
- c) Advocate for the Corporation, persons served, and the communities represented;
- d) Be committed to improving the community's health and welfare;
- e) Accept the values and purposes of the Corporation;
- f) When possible, have competencies that relate to ambulatory health, behavioral health, organizational governance (including but not limited to experience or expertise in

- finance and accounting, law, health administration, marketing, education, public relations, fundraising, facility management, real estate, human resources etc.);
- g) Be able to devote adequate time for Board and related work;
 - h) Regularly attend and participate in board activities;
 - i) Adhere to policies and requirements for confidentiality;
 - j) Be willing and available for training;
 - k) Avoid conflicts of interest;
 - l) Take an active role in the governance and leadership of the Corporation;
 - m) Help further the board in achieving a balance of various interests as well as geographic, demographic, and service population features through personal characteristics and qualifications (including but not limited to age, gender, sex, race, social status, ethnicity, religious, social, economic, and political background, occupation, and healthcare recipient experiences).

SECTION 2. BOARD AUTHORITY, FUNCTIONS, AND RESPONSIBILITIES. Except as otherwise provided herein or by law, the business and affairs of the Corporation shall be managed by or under direction of its Board of Directors. The purpose of the governing board is to make policy and to assure the effective implementation of the policy. The Board of Directors' functions shall include:

- a) Establish and oversee a long term strategic plan that enables the Corporation to fulfill its mission, vision and purposes.
- b) Review and approve applications related to FQHC or FQHC LAL qualification and funding, including grants and HRSA-related scope of work requests;
- c) Hold meetings each month and maintain records that verify and document the board's functioning;
- d) Approve the selection and dismissal of, and annually evaluate the Chief Executive Officer of the Corporation;
- e) Establish and enforce business and fiscal policies for the Corporation that are consistent with state/federal program requirements and appropriate for healthy agency functioning;
- f) Adopt policies for financial management practices, including a system to assure accountability for Corporation resources, approve an annual budget, establish Corporation priorities, eligibility for services including criteria for partial payment schedules, and develop long-range financial planning;
- g) Select an independent auditor of the Corporation and accept the audit provided by such independent auditor;

- h) Adopt policies for quality oversight, including a system to evaluate Corporation activities, service utilization patterns, patient satisfaction, achievement of long term goals/objectives, and policies for a process for hearing and resolving patient grievances;
- i) Assure that the Corporation is operated in compliance with applicable Federal, state and local laws and regulations;
- j) Adopt policies relating to scope and availability of services, including location, hours of services, mode of delivery for services, and charges, as well as quality-of-care audit procedures to determine the needs of the communities served; and
- k) Review and oversee corporate compliance with its policies, objectives and the Corporation's purposes as outlined in Article II.

SECTION 3. NUMBER, TENURE, ELECTION AND QUALIFICATIONS.

- a) The number of directors shall be not less than eleven (11) or more than fifteen (15). The Chief Executive Officer shall be nonvoting ex-officio member but shall not be counted as one of the 11 to 15 board members.
- b) No board member shall be an employee of the Corporation or an immediate family member (i.e., spouse, child, parent, brother or sister by blood, adoption, or marriage) of an employee.
- c) A majority of the directors (at least 51%) shall be individuals who, as a group, represent the individuals served by the Corporation in terms of demographic factors, such as race, ethnicity, sex, and other relevant demographic factors and who are "Patient Members" of the Corporation, or are parents or legal guardians of minor children who are Patient Members of the Corporation, or are legal guardians of dependent adults who are Patient Members of the Corporation, or legal sponsors of immigrants who are Patient Members of the Corporation.
 - (1) A "Patient Member" must be a current registered patient of the Corporation and must have accessed the Corporation in the past 24 months to receive at least one or more in-scope service(s) that generate a Corporation visit.
 - (2) The Chief Executive Officer shall be an ex-officio member of the board but shall not be counted as a board member patient member.
- d) The "Non-Patient Members" shall represent the community served by the Corporation and shall be selected for their expertise in finance, legal affairs, business, health, managed care, social services, labor relations, government, child welfare, community affairs, or additional areas of expertise within the community as appropriate.

- e) At least 1 representative of housing and/or homeless services is required as long as the Corporation receives Section 330(h) funding.
- f) No more than fifty percent (50%) of the Non-Patient Member Directors may be individuals who derive more than ten percent (10%) of their annual income from the health care industry.
- g) Directors shall be elected annually to three (3) year terms by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of directors shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. The Nominating Committee shall identify potential candidates for election to the Board of Directors. The list of candidates compiled by the Nominating Committee shall be provided to the Board of Directors at least thirty (30) days prior to the meeting of the Board of Directors at which directors are to be elected. Each director shall hold office until the next regular annual meeting of the Board of Directors or until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign. To ensure that Patient Members continue to represent the community served by the Corporation, Patient Members may not serve more than three consecutive terms on the Board of Directors.
- h) The number of directors may not be increased to any number greater than fifteen (15) by the Board of Directors without amendment of these bylaws. No decrease shall have the effect of shortening the term of any incumbent director. At no time, even by amendment to these bylaws, shall the number of directors be decreased to less than nine (9) or increased to greater than twenty-five (25), as required under applicable law.
- i) At the discretion of the Board of Directors, directors may be divided into classes in order to achieve staggered terms with classes of non-equal size, and the terms of office of the classes need not be uniform; provided, however, that other than in connection with the initial division of the directors into classes and the initial staggering of their terms of office, all directors shall be treated equally with respect to their terms of office and for all other purposes.
- j) There shall be a category of board member known as a board member emeritus who is nominated and elected by the Board of Directors. Board members emeritus shall be selected at the discretion of the Board of Directors from those board members who have served on the Board of Directors with distinction and excellence. A board member emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all board meetings, to participate in meetings of the committees in which they serve and encouraged to attend all other board events conducted by the organization. A board member emeritus shall not be subject to any attendance policy counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board or committee meeting.

In order to be considered for designation as a board member emeritus, a person must be a current or former member of the organization's Board of Directors who has:

- (1) Served the organization's Board of Directors with distinction.
 - (2) Completed the term(s) for which he or she was appointed.
 - (3) Held an important leadership position and made significant contributions, and/or
 - (4) Engaged in major advocacy or volunteer activities in his or her service on the board.
- A board member emeritus may be elected by the Board of Directors for a term of up to ten (10) years, and each shall be subject to the same removal standards and procedures as for members of the Board of Directors under Section 12 of this Article.

SECTION 4. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held each month, unless the Board of Directors determines that a more frequent schedule is satisfactory. The regular meetings shall be held within the State of Indiana, and the Secretary shall assure notice is provided to all directors of the time and place of each such meeting. A regular annual meeting of the Board of Directors shall be held at such time and place as may be fixed by the Chairperson or if the Chairperson for any reason fails to so act, by any two (2) directors.

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any two (2) directors. The authorized person or persons who call a special meeting of the Board may designate any place as the place for holding such special meeting of the Board.

SECTION 6. NOTICE. Except as provided by Section 11 of this Article V, fair and reasonable notice of any regular or special meeting of the Board of Directors shall be given at least two (2) business days previous thereto by written notice to each director at his or her address as shown by the records of the Corporation or, if notice to a director is to be given through the use of electronic mail ("email"), notice shall be given to such director's email address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered the day following the day when deposited in the United States mail in a sealed envelope so addressed, if sent first class with postage thereon prepaid. If notice is given through the use of email, such notice shall be deemed to be delivered when sent. The attendance of a director at any meeting shall constitute a waiver of notice of such 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. Except as otherwise provided herein, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

SECTION 7. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the directors entitled to vote are present at said meeting, a majority of the directors entitled to vote present may adjourn the meeting to another time without further notice.

SECTION 8. MANNER OF ACTING. The act 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 statute, these bylaws, or the Articles of Incorporation.

SECTION 9. INFORMAL ACTION. Any action required to be or which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent, evidenced by one or more written approvals, setting forth the action so taken, is signed by at least 80% of the directors entitled to vote. A director may deliver his or her signed consent through the use of email. A consent may be signed in counterparts with the same force and effect as if all directors had signed the same copy. The action set forth in the consent shall be effective as of the date designated therein or, if no effective date is designated, then on the date that all directors have signed the consent.

SECTION 10. VACANCIES. Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors, consistent with the provisions of Section 2 of this Article V. A director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

SECTION 11. COMPENSATION. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors, directors may be reimbursed for reasonable expenses actually incurred by reason of their participation on Board activities, provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefrom.

SECTION 12. REMOVAL. A director may be removed with or without cause by the Board of Directors. Action to remove a director shall be taken at a regular meeting of the Board of Directors or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any regular or special meeting, sent at least twenty (20) days, but not more than sixty (60) days prior thereto.

SECTION 13. ABSENCES. Any Director who fails to attend three consecutive meetings of the Board of Directors without cause is automatically suspended from directorship. The Directors may be reinstated following an initial suspension by a simple majority of the remaining directors voting to reinstate. The second suspension is final and such vacancies shall be filled by the Board of Directors.

SECTION 14. CONFLICT OF INTEREST.

- (a) Any person (hereinafter referred to as "Interested Person") who is a director, an officer or an employee of the Corporation shall be prohibited from entering into any contract (other than contract of employment) or engaging in any transaction with the Corporation or having or acquiring any direct or indirect financial or other interest in any such contract or transaction through his or her spouse, children, parents, siblings, and the children of any of them (hereinafter referred to as a "Related Person"), without complying with the provisions of this Section 14.

- (b) Prior to the Corporation awarding any contract or engaging in any transaction in which an Interested Person has an interest prohibited in paragraph (a) above, each Interested Person shall submit a statement identifying the interest of such Interested Person, Related Person, or partner of such Interested Person or Related Person in such contract or transaction. A copy of such statement shall be filed with the Secretary of the Corporation. In each case in which an interest by a director is identified, it shall be duly noted at the Board of Directors meeting at which the contract or transaction is being considered and shall be entered in the minutes of that meeting.
- (c) An Interested Person shall not directly or indirectly participate in the selection, award or administration of any contract or transaction with the Corporation if such Interested Person, a Related Person or a partner of such Interested Person or Related Person has or will acquire any interest in such contract or transaction or is or will be employed by an enterprise having or acquiring an interest in such contract or transaction. In the case of a contract or transaction submitted for approval to the Board of Directors, each director who is an Interested Person may participate to the limited extent of responding to questions and providing factual information, but shall otherwise abstain from participating in any discussion of the contract or transaction and in voting thereon and such abstention shall be entered into the minutes of that meeting, although such director may be counted in determining whether a quorum is present.
- (d) Violation of the provisions of this Section 14 may subject the director, officer or employee to removal or dismissal.

SECTION 15. TELEPHONE CONFERENCE MEETINGS. Directors may participate in and act at any meeting through the use of a conference telephone, video or other electronic communication equipment by means of which all persons participating in the meeting are able to hear and communicate with each other. Participation in such meeting shall constitute attendance and presence in person.

ARTICLE VI

OFFICERS

SECTION 1. OFFICERS. The officers of the Corporation shall be elected from the Board and shall be a Chairperson, a Vice Chairperson, a Treasurer, a Secretary, and such other officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chairperson and Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Vacancies may be filled or new offices created and filled at any meeting

of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. CHAIRPERSON. The Chairperson of the Board of Directors shall: (i) preside at all meetings of the Board of Directors and all meetings of the Executive Committee at which he or she is present; (ii) select committee memberships and committee chairs; (iii) represent the Board at public functions; and (iv) perform such other duties as may be required of him or her by the Board of Directors. The Chairperson will be a non-voting ex officio member of all standing and special committees of the Board. The Chairperson, or another officer designated by the Chairperson, may sign any document or instrument requiring the signature of an officer of the Corporation which is necessary and incident to the purposes of the Corporation, except where the signing of such document or instrument is expressly delegated by the Board of Directors to another officer or agent of the Corporation or as otherwise required by law or these Bylaws.

SECTION 5. VICE CHAIRPERSON. The Vice Chairperson shall be a member of the Board of Directors. In the absence of the Chairperson or in the event of his or her inability to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall perform such other duties as may from time to time be assigned and delegated by the Chairperson or by the Board of Directors.

SECTION 6. TREASURER. The Treasurer shall: (i) oversee the fiscal affairs of the Corporation; (ii) report on the financial condition of the Corporation to the Board of Directors at its regular meetings, the annual meeting and at such other times as the Board may require; and (iii) function as chair of the Finance Committee.

SECTION 7. SECRETARY. The Secretary shall: (a) prepare or cause to be prepared the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address of each director which shall be furnished to the Secretary by each director; and (e) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chairperson or by the Board of Directors.

ARTICLE VII

CHIEF EXECUTIVE OFFICER; CHIEF FINANCIAL OFFICER

SECTION 1. CHIEF EXECUTIVE OFFICER. The Chief Executive Officer shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Corporation; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; he or she shall hire, fire and otherwise manage and supervise the Corporation staff; and, in general, he or she shall discharge all duties incident to the office of Chief Executive Officer and such other duties as may be prescribed by the Board of Directors. The Chief Executive Officer shall be an ex officio, nonvoting member of the Board of Directors. The Chief Executive Officer shall have at least a master's degree and shall have demonstrated managerial experience in health care or a related field.

SECTION 2. CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall be the principal accounting and financial officer of the Corporation. The Chief Financial Officer shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of Chief Financial Officer and such other duties as from time to time may be assigned to him or her by the Chief Executive Officer or the Board of Directors. The Chief Financial Officer shall have at least a bachelor's degree and shall have demonstrated managerial experience in finance, accounting, or a related field.

ARTICLE VIII

COMMITTEES

SECTION 1. COMMITTEES OF MEMBERS OF BOARD OF DIRECTORS. Members of the committees described below, as well as such other committees as the Board of Directors may designate from time to time, shall be appointed by the Chairperson. Each committee shall consist of two or more directors. Committees, other than the Executive Committee, may be enlarged to include persons other than members of the Board of Directors, provided that a majority of the members of such committee are members of the Board of Directors. Committees, other than the Executive Committee, shall serve the Board solely in an advisory capacity and shall have no authority to act for the Board in the management of the Corporation.

SECTION 2. NOMINATING COMMITTEE. There shall be a Nominating Committee which shall consist of three (3) directors. The Nominating Committee shall have the duty of nominating candidates for election to the Board of Directors in accordance with these Bylaws whenever a vacancy occurs. At least thirty (30) days prior to the regular annual meeting of the Board of Directors, the Committee shall submit to the Board of Directors the names and credentials

of persons nominated for election to any open positions on the Board of Directors. Credentials submitted shall include the educational background, work experience (including current employer and position) and areas of competence of each candidate as well as information regarding each candidate's place of residence, whether the applicant is a Patient Member of the Corporation pursuant to these Bylaws, his or her service to or employment by other health care institutions in the area, if applicable, and other factors provided in Section 2 of Article V hereof. The directors are not restricted in their election of directors to those so nominated. The Nominating Committee shall meet at least once each year before the regular annual meeting of the Board, and may schedule such additional meetings as may be necessary in order to carry out its duties.

SECTION 3. EXECUTIVE COMMITTEE. The Executive Committee shall be comprised of the officers of the Corporation. The Chairperson shall serve as chairperson of the Executive Committee, and the Vice Chairperson in his/her stead. The Executive Committee shall have and exercise the authority of the Board during emergency circumstances in the event the Board is unable to meet. The committee's actions shall be subject at all times to the control and direction of the Board. The Executive Committee, without the expressed consent by majority vote of members at a regularly called Board of Directors meeting (at which a quorum is present) may not revise Bylaws, incur debt, or acquire or dispose of property. Additionally, , the Executive Committee shall: (i) develop a Board plan for the year, including training and development for the Board; (ii) make recommendations for the implementation of the strategic plan of the Corporation, and (iii) shall conduct the preliminary evaluation of the Chief Executive Officer and shall make recommendations to the full Board accordingly. In addition to Board member representatives, the Committee shall include appropriate staff of the Corporation.

The Chief Executive Officer shall be an ex-officio, non-voting member of the Executive Committee.

SECTION 4. PERSONNEL COMMITTEE. The Personnel Committee shall be responsible for reviewing and, if necessary, making recommendations regarding the personnel policies of the Corporation, employment practices, employee benefits, and personnel relations, and for reporting on issues related to compliance of the policies with all federal, state, and local laws. The Personnel Committee shall comprise the search committee responsible for recommending candidates for Chief Executive Officer. The Director of Human Resources shall be an ex-officio non-voting member of the Personnel Committee.

SECTION 5. FINANCE COMMITTEE. The Finance Committee shall be responsible for monitoring and making recommendations to the Board regarding the financial status and policies of the Corporation, including fiscal planning, budgeting, policy development, and financial performance, reviewing financial statements of the Corporation, and reporting on and overseeing the annual independent financial audit process (with the final annual audited report to be presented to the Board of Directors), as well as working with financial consultants and, as necessary, the Corporation's auditors. The Chief Financial Officer shall be an ex-officio non-voting member of the Finance Committee.

SECTION 6. QUALITY COMMITTEE. The Quality Committee shall be responsible for monitoring and making recommendations for the implementation and improvement of the quality assurance/quality improvement program of the Corporation. In addition to Board member representatives, the Committee shall include the Chief Clinical Officer and Chief Operating Officer as ex-officio non-voting members.

SECTION 8. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee by a majority of the directors other than the committee member that is the subject of such removal, or unless such member shall cease to qualify as a member thereof.

SECTION 9. CHAIR. One member of each committee shall be appointed Committee Chair.

SECTION 10. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 11. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, the majority of the whole committee shall constitute a quorum.

SECTION 12. MANNER OF ACTING. The act of a majority of the members of the committee present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 13. INFORMAL ACTION. Any action required to be or which may be taken at a meeting of the committee may be taken without a meeting if a consent, evidenced by one or more written approvals, setting forth the action so taken, is signed by at least 80% of the directors entitled to vote. A director may deliver his or her signed consent through the use of email. A consent may be signed in counterparts with the same force and effect as if all directors had signed the same copy. The action set forth in the consent shall be effective as of the date designated therein or, if no effective date is designated, then on the date that all directors have signed the consent.

SECTION 14. RULES. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE IX

PROFESSIONAL STAFF

SECTION 1. MEDICAL DIRECTOR. The board shall have responsibility for appointing a medical services director who has responsibility for the oversight and provision of all medical services by the Corporation. The medical director shall be a physician licensed to practice medicine in Indiana.

SECTION 2. PROFESSIONAL STAFF. The Board shall assure that all or certain professionals who provide direct treatment services are organized into a committee that assists with the development of policies, procedures, credentialing, quality oversight, and regulation of professional conduct, subject to the approval of the board. Such organization, and board oversight, shall not interfere with the professionals' responsibility for independent medical judgment in the care and treatment provided to the Corporation's patients.

ARTICLE X

FINANCIAL OPERATIONS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, 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.

SECTION 2. LOANS. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. Notwithstanding the foregoing, the Corporation shall be prohibited from making loans to any director, officer or employee of the Corporation, any person related to any director, officer or employee of the Corporation, and any entity in which a director, officer or employee of the Corporation is a director, officer, shareholder, partner or is otherwise affiliated, except if such affiliation is as a noncontrolling member of a tax exempt organization to which a loan is contemplated.

SECTION 3. DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE XI

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees, if any, having any of the authority of the Board of Directors.

The Corporation shall keep accurate and timely records of each board and committee meeting. Board meeting minutes shall be stored in a secure electronic file and reviewed for accuracy at the beginning of the following meeting.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE XIII

DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to any other non-profit corporation selected by the Board of Directors of the Corporation. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue Law).

ARTICLE XIV

SEAL

The corporation shall not have a corporate seal.

ARTICLE XV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not for Profit Corporation Act of the State of Indiana or under the provisions of the Articles of Incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI

AMENDMENTS

The power to adopt, alter, amend, modify, change or repeal the Bylaws or adopt new bylaws shall be vested in the Board of Directors upon the vote of two-thirds (2/3) of the entire number of directors (excluding vacancies). Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given.

ARTICLE XVII

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

SECTION 1. ACTION IN GOOD FAITH NECESSARY. The Corporation shall indemnify any person who was or is a party or 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 he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person 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 or settlement, conviction or upon a plea of 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 he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. NO INDEMNIFICATION FOR NEGLIGENCE, INTENTIONAL MISCONDUCT OR PERSONAL GAIN. Notwithstanding the provisions of Section 1 of Article XVI herein, no person who otherwise would be entitled to indemnification pursuant to Section 1 of Article XVII herein shall be entitled to indemnification in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence, intentional misconduct in the performance of his or her duty to the Corporation, or for actions whereby the person gained any personal profit or benefit to which he or she was not legally entitled, unless, and 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 the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

SECTION 3. AMOUNT OF INDEMNIFICATION. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of Article XVI herein, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, less any payments from insurance policies or other sources.

SECTION 4. AUTHORIZATION NECESSARY. Any indemnification under Sections 1 and 2 (unless ordered by a court) of Article XVI herein shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard

of conduct set forth in Sections 1 and 2 of Article XVI herein. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

SECTION 5. NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any contract, agreement or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 6. INSURANCE. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

The undersigned hereby certifies that the foregoing Bylaws of Adult and Child Health, Inc. were duly adopted by action of the Board of Directors of the Corporation on the 21st day of March 2023, and shall be effective March 21, 2023.

Signature: _____

Printed: _____

Title: _____



AMBER D CLARKE

SECRETARY