

AMENDED AND RESTATED
BY-LAWS
OF
SOUTHWESTERN BEHAVIORAL HEALTHCARE, INC.

ARTICLE I

Name

The name of the Corporation shall be SOUTHWESTERN BEHAVIORAL HEALTHCARE, INC. (hereinafter referred to as "Corporation").

ARTICLE II

Fiscal Year

The fiscal year of Corporation shall begin each year on the first day of July and end on the last day of June of the next calendar year.

ARTICLE III

Board of Directors

Section 1. Powers and Responsibilities. The business, property and affairs of the Corporation shall be managed and controlled by the Board of Directors pursuant to the authority provided by these By-laws, the Corporation's Articles of Incorporation, and the Indiana Nonprofit Corporations Act. The Board of Directors shall bear ultimate responsibility for the fulfillment of all duties of the Board of Directors of a certified community mental health center under the laws of the State of Indiana.

Section 2. Number, Election and Term of Office. The Board of Directors shall consist of no fewer than eleven (11) but not more than twenty-five (25) members as established from time to time by the Board of Directors. The majority of the members of the Board of Directors of the Corporation shall be appointed by the Board of Directors of Southwestern Healthcare, Inc. ("Appointed Directors"). The balance of the members of the Board of Directors shall be at-large members elected by the Appointed Directors ("At-Large Directors"). The Appointed Directors shall serve as members of the Board of Directors upon their appointment by Southwestern Healthcare, Inc., which appointment shall be for a three (3) year term or until his or her successor is elected and qualified. At-Large Directors shall be elected by a majority of the Appointed Directors at the annual meeting of the Corporation for a three (3) year term, or until his or her successor is elected and qualified. The term of the Directors shall be staggered so that the number of Directors to be appointed and elected each year shall be one-third (1/3) of the total number of Directors,

therefore, the initial Directors may be appointed and elected for a term of less than three (3) years in order to accomplish this purpose. An officer of the Board of Directors of the Corporation cannot simultaneously serve in an officer position on the Board of Directors of Southwestern Healthcare, Inc., Hillcrest Washington Youth Home, Inc., or Southwestern Foundation, Inc. A member of the Board of Directors of the Corporation cannot simultaneously serve as a member on more than one of the Board of Directors of Southwestern Healthcare, Inc., Hillcrest Washington Youth Home, Inc., or Southwestern Foundation, Inc., except for the President/CEO of Southwestern Healthcare, Inc. which serves as an ex-officio member on the Board of Directors of the Corporation, Hillcrest Washington Youth Home, Inc., and Southwestern Foundation, Inc., and is a member of Southwestern Healthcare, Inc.

Section 3. Qualifications. The Board of Directors of the Corporation shall from time to time determine the qualifications for membership of the Board of Directors of the Corporation. Further, members of the Board of Directors of the Corporation shall consist of:

- a. One (1) member who is a consumer of behavioral health services. A consumer shall mean an individual who has received or is receiving mental health services, or a family member, guardian, or healthcare decision maker for an individual who has or is receiving mental health services and resides within the community served by Corporation.
- b. At least one (1) member who is a resident of Vanderburgh County, Warrick County, Posey County, and Gibson County, Indiana.
- c. One (1) member that is a member of the county fiscal body or a member of the board of county commissioners of Vanderburgh County, Indiana or its designee and who must be a person who resides within one of the counties of the Corporation's primary service area.
- d. One (1) member that is the Chairperson of the Consumer Advisory Committee. This member may also be the member described in item 'a' of this section.

The Board of Directors of the Corporation shall reasonably reflect a representative group of the community served by the Corporation.

The President/CEO of Southwestern Healthcare, Inc. shall serve as an ex-officio member of the Board of Directors of the Corporation. As an ex-officio member of the Board of Directors, the President/CEO of Southwestern Healthcare, Inc. shall enjoy all of the rights and authority as a member of the Board of Directors but shall have no voting rights.

Section 4. Vacancies. Any vacancy of At-Large Directors occurring on the Board of Directors caused by an increase in the number of Directors by amendment of the By-Laws, or by resignation, removal, death or otherwise, shall be filled by a majority vote of the Appointed Directors at any regularly scheduled meeting of the Board after the vacancy occurred. Any vacancy of Appointed Directors occurring on the Board of Directors caused by resignation, removal, death, or otherwise, shall be filled by Southwestern Healthcare, Inc. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 5. Removal of Directors. Appointed Directors may be removed at any time, with or without cause, by Southwestern Healthcare, Inc. At-Large Directors may be removed at any time, with or without cause, by the affirmative vote of at least a majority of the actual number of Appointed Directors.

Section 6. Resignations. A Director may resign at any time by giving written notice to the Board of Directors, the Chairperson or the Secretary. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 7. Annual Meeting. The annual meeting of the Board of Directors of the Corporation for the election of officers and for the transaction of such other business as may properly come before the meeting shall be held at the principal office of the Corporation or at such other place, within Gibson, Posey, Vanderburgh or Warrick County, as may be specified in the respective notices or waivers of notice thereof. The annual meeting shall be in the month of September. The Chairperson shall provide the Board of Directors with at least forty-eight (48) hours prior notice specifying the place, day and hour of the meeting, with such notice being given to each Director either personally, by U.S. mail, or by facsimile or other electronic communication, to such address of each Director as appears upon the records of the Corporation. Failure to hold the annual meeting during such month shall not affect otherwise valid Corporate acts. Attendance by a Director in person at the annual meeting shall constitute a valid and binding waiver of notice.

Section 8. Regular Meetings. Regular meetings of the Board of Directors shall be held on a day and time to be determined by the Directors but shall not number less than four (4) per year. The Chairperson shall provide the Board of Directors with forty-eight (48) hours prior notice of the regular meeting, such notice specifying the place, day and hour of the meeting, with such notice being given to each Director either personally, by U.S. mail, or by facsimile or other electronic communication, to such address of each Director as appears upon the records of the Corporation. Attendance by a Director in person at any regular meeting shall constitute a valid and binding waiver of notice.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson or any five (5) Directors. The Chairperson shall provide the Board of Directors with forty-eight (48) hours prior notice, such notice specifying the place, day and hour of the special meeting, as well as the reason for the special meeting, with such notice being given to each Director either personally, by U.S. mail, facsimile or by other electronic communication, to such address of each Director as appears upon the records of the Corporation. Directors, in lieu of such notice, may sign a written waiver of notice either before the time of the meeting, at the meeting or after the meeting. Attendance by a Director in person at any such special meeting shall constitute a valid and binding waiver of notice.

Section 10. Electronic Meeting Attendance. A Director may participate in a meeting of the Board of Directors through the use of telephonic, video or other electronic means which allow all persons participating in the meeting to communicate with each other, and participation by these means constitutes presence in person at the meeting.

Section 11. Voting Rights. Every Director except Honorary Directors and Ex-Officio Directors shall have the right at all meetings of the Board of Directors to one (1) vote, provided however, that in the event a Director has a possible conflict of interest as outlined in a resolution adopted by the Board of Directors establishing a position statement on conflict of interest, such Director shall not be entitled to vote on any matter involving such conflict of interest as considered by the Board of Directors.

Section 12. Quorum. Except as otherwise provided herein, at least a majority of the actual number of Directors, from time to time, shall be necessary to constitute a quorum for the transaction of any business. The vote of a majority of the Directors present at the meeting, at which a quorum is present, shall constitute the act of the Board of Directors, unless the act of a greater number of Directors is required by the Act, by the Articles of Incorporation, or by these By-Laws. A Director of the Corporation who is present at a meeting at which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the Secretary of the meeting before adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action and did not change his or her vote prior to the time that the result of such vote was announced by the Chairperson of such meeting.

Section 13. Consent Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by all Directors or all members of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors or such committee. Action taken under this Section 13 is effective when the last Director or committee member as the case may be, signs the consent, unless the consent specifies a different prior or subsequent effective date.

Section 14. Honorary Directors. Honorary Directors of this Corporation shall be those persons who from time to time shall be admitted to membership by a resolution by the Board of Directors in recognition of exemplary service to the community, or the Corporation. An Honorary Director shall have no vote and shall not be counted in the number of Directors under Section 2 or the determination of a quorum under Section 12. An Honorary Director shall hold his or her membership on either an annual basis or for life as fixed by the resolution of the Board of Directors.

ARTICLE IV

Committees

Section 1. Creation. The Board of Directors shall create five (5) standing committees known as the Governance Committee, the Consumer Advisory Committee, the Audit, Finance and Investment Committee, the Human Resources Committee, and the Executive Committee. The standing committees, except for the Governance Committee, the Consumer Advisory Committee, and the Executive Committee, may be combined and serve as the standing committees for this Corporation and Southwestern Healthcare, Inc., Hillcrest Washington Youth Home, Inc., and

Southwestern Foundation, Inc. (collectively the “Affiliated Corporations”). In addition to these standing committees, the Board of Directors may create one (1) or more additional ad hoc committees from time to time to assist it in carrying out any of the purposes of the Corporation.

Section 2. Composition and Duties. The Board of Directors shall define by resolution, which resolution may be amended from time to time by the Board of Directors, the composition and duties of each standing or additional committee or committees, and delegate to such committee or committees powers as the Board of Directors determines to be appropriate, except that no such committee may elect, appoint, or remove Directors, fill vacancies on the Board of Directors or on a committee unless otherwise specified herein; dissolve any committee; adopt, amend, or repeal Articles of Incorporation or By-Laws of the Corporation; or authorize or approve distributions, the dissolution or merger of the Corporation, or the sale, pledge or transfer of all or substantially all of the Corporation’s assets. As to the Standing Committees that are combined with the Affiliated Corporations, the resolution establishing the duties and composition of such Standing Committees shall be a joint resolution of the Corporation and the Affiliated Corporations.

Section 3. Membership, Appointments and Chair. Unless otherwise specified herein, at least a majority of the membership of the Audit, Finance and Investment Committee and the Human Resources Committee of the Board of Directors created in accordance with this Article IV shall be comprised of Directors of the Corporation and the Affiliated Corporations; the remainder may be non-directors. The Board of Directors authorize the Chairperson of the Board of Directors to make appointments of membership for each committee at the annual meeting or when a vacancy exists. Committee appointments shall be one (1) year terms expiring in September at the annual meeting.

Section 4. Executive Committee. The Executive Committee shall consist of the Chairperson, Vice Chairperson, Secretary, Treasurer, and an elected member from the Board of Directors that will be elected annually at the annual meeting or when a vacancy exists. Any officer who serves on the Executive Committee shall no longer serve on the Executive Committee if the officer ceases to hold his or her position. During the intervals between meetings of the Board of Directors, subject to the limitations set forth in Section 2 of this Article IV and such other limitations as may be imposed by Act, the Articles of Incorporation, these By-Laws or the Executive Committee Resolution, the Executive Committee shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation. The Chairperson of the Board of Directors shall also serve as the Chairperson of the Executive Committee.

Section 5. Consumer Advisory Committee. The Consumer Advisory Committee shall have a Chairperson appointed annually by the Chairperson of the Board of Directors at the annual meeting or when a vacancy exists. At the time of appointment, the Chairperson of the Consumer Advisory Committee must be a member of the Board of Directors.

Section 6. Meetings of Committees. Meetings of each standing or additional committees may be called by its Chairperson or the Chairperson of the Board upon forty-eight (48) hour notice, which notice shall specify the place, day and time of such meeting to each member either personally, by U.S. mail, or by facsimile or other electronic communication to such address of each member as appears upon records of the Corporation. A majority of the total number of members of a committee shall constitute a quorum.

ARTICLE V

Officers

Section 1. Principal Officers. The principal officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Treasurer, and a Secretary of the Board of Directors; and a President of the Corporation. The Corporation may also have such subordinate officers as may be appointed in accordance with the provisions of these By-Laws.

Section 2. Election and Term of Office. The Chairperson, the Vice Chairperson, the Treasurer, and the Secretary shall be chosen annually at the annual meeting of the Board of Directors and shall hold office for a period of one (1) year. The President shall be chosen by the Board of Directors and shall hold office for a term and in accordance with his or her employment agreement (if one exists). All officers shall hold office until such officer's successor shall have been duly chosen and qualified, or until such officer's death, or until such officer shall resign, or until such officer shall have been removed in the manner hereinafter provided. An individual may serve up to two (2) consecutive years as Chairperson and no more than six (6) consecutive years as an officer and may be re-eligible for election as Chairperson after a minimum two (2) year break in service and as Vice Chairperson, Treasurer, or Secretary after a minimum one (1) year break in service.

Section 3. Removal. Any officer may be removed, either with or without cause at any time, by an affirmative vote of at least sixty-six percent (66%) of the actual number of Directors of the Corporation in office from time to time, excluding from this calculation the officer whose removal is at issue. The President shall only be removed in accordance with the terms and conditions set forth in his or her written employment agreement (if one exists), and if no employment agreement exists, then in accordance with the provisions set forth in this Section 3, Article V.

Section 4. Subordinate Officers. In addition to the principal officers enumerated in Section 1 of this Article V, the Corporation may have one or more Assistant Treasurers, one or more Assistant Secretaries and such other officers, agents and employees as the Board of Directors may deem necessary and as it shall select, each of whom (i) shall hold office for such period as the Board of Directors shall determine, (ii) may be removed with or without cause, and (iii) shall have such authority and perform such duties as the Chairperson or the Board of Directors may from time to time determine. The Board of Directors may delegate to any principal officer the power to appoint and to remove any such subordinate officers, agents or employees.

Section 5. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors, the Chairperson or the Secretary. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 6. Vacancies. Any vacancy in any office may be filled by the Board of Directors at any regular or special meeting of the Board of Directors.

Section 7. Chairperson of the Board of Directors. The Chairperson of the Board of

Directors shall be chosen from among the Directors, be responsible to the Board of Directors for the execution of all rules adopted for the management of the Corporation, and preside at all meetings of the Board of Directors and the Executive Committee. The Chairperson shall have no other executive or administrative responsibilities except as set forth herein or unless otherwise assigned by the Board of Directors.

Section 8. Vice-Chairperson. The Vice-Chairperson of the Board of Directors shall be chosen from among the Directors and shall preside at all meetings of the Board of Directors in the Chairperson's absence. The Vice-Chairperson shall have no other executive or administrative responsibilities except as set forth herein or unless otherwise assigned by the Board of Directors. In the Chairperson's absence, the Vice-Chairperson shall perform all duties and have all powers incident to the office of Chairperson, as herein defined, and all such other duties and powers as, from time to time, may be assigned to the Vice-Chairperson by the Board of Directors.

Section 9. Treasurer. The Treasurer shall upon request exhibit at all reasonable times the books of account and records to any of the Directors of the Corporation during business hours at the office of the Corporation where such books and records shall be kept; shall render upon request by the Board of Directors a statement of the condition of the Corporation at any meeting of the Board of Directors; and, in general, shall perform all duties as from time to time may be assigned by the Chairperson or the Board of Directors.

Section 10. Secretary. The Secretary shall keep or cause to be kept in the books provided for that purpose the minutes of the meetings of the Board of Directors; shall duly give and serve all notices required to be given in accordance with the provisions of these By-Laws and by the Act; shall be custodian of the records of the Corporation and attest to all documents, the execution of which on behalf of the Corporation under the Secretary's attestation is duly authorized in accordance with the provisions of these By-Laws; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned by the Chairperson or the Board of Directors.

Section 11. President. The President shall be the chief executive officer of the Corporation and, as such, shall have general supervision of the affairs of the Corporation, subject to the control of the Board of Directors. The President shall be an employee of the Corporation and shall have at least a master's degree and shall have demonstrated managerial experience in mental health care or a related field. Subject to the direction of the Board of Directors, the President may enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. In general, the President shall perform all duties and have all powers incident to the office of President, as herein defined, and all such other duties and powers as, from time to time, may be assigned to the President by the Board of Directors.

Section 12. Corporations Voting Memberships and Securities. Unless otherwise ordered by the Board of Directors, and subject to the direction of the Board of Directors, the Chairperson and the Secretary, and each of them, are appointed attorneys-in-fact for and agents of the Corporation, and shall have full power and authority in the name and on behalf of the Corporation, to attend and to act at, and to vote all memberships and all stock or other securities entitled to be voted at, any meetings of members or security holders of such corporations (whether for-profit or nonprofit), or

associations or entities in which the Corporation may hold memberships or securities, in person or by proxy, as a member, stockholder or otherwise, and at such meetings shall possess and may exercise any and all rights and powers incident to the holding of such memberships or the ownership of such securities, and which as the holder or owner thereof, the Corporation might have possessed and exercised, if present, or to consent in writing to any action by any such other corporation or association. The Board of Directors by resolution from time to time may confer like powers upon any other person or persons.

ARTICLE VI

Chief Medical Officer

Section 1. Appointment. The President shall appoint, subject to the approval of the Board of Directors, a Chief Medical Officer who shall be a psychiatrist duly licensed to practice psychiatry in the State of Indiana.

Section 2. Responsibilities. The Chief Medical Officer shall have responsibility for the oversight and provision of all medical services in all clinical service areas and shall act in full accord with the Medical Practices Act of the State of Indiana and all other applicable governmental and professional rules and regulations.

ARTICLE VII

Quality Assessment and Improvement Committee

Section 1. Authority and Purpose. In keeping with its mission to provide quality mental health services to the citizens of Vanderburgh, Posey, Gibson and Warrick counties, the Board of Directors authorize the President to appoint a Quality Assessment and Improvement Committee. This committee will be responsible for the setting of standards, monitoring, evaluating and correcting deficiencies as they apply to the quality of services provided by the Corporation. The Chief Medical Officer will be chairperson of the Quality Assessment and Improvement Committee and will present periodically to the Board of Directors reports on the quality of care provided by the Corporation. Both the President and the Chief Medical Officer will be active participants and carry responsibility for the effective functioning of this committee.

ARTICLE VIII

Amendments

The power to make, alter, amend, or repeal the Articles of Incorporation and the By-Laws of the Corporation is vested in the Board of Directors; provided, however, that the exercise of any of such powers shall only require the affirmative vote of sixty-six percent (66%) of the actual number of Directors in office from time to time.

Pursuant to the notice requirement in Article III of these By-Laws, the Directors must be given at least five (5) days prior written notice of any special, regular or annual meeting of the

Board of Directors at which an alteration, amendment or repeal of the Articles of Incorporation or By-Laws will be considered. Such notice shall be accompanied by a draft of the proposed change to the Articles of Incorporation or By-Laws; provided, however, that the Board of Directors shall have full power and authority to adopt different language from that contained in such draft in altering, amending or repealing the Articles of Incorporation or the By-Laws.

ARTICLE IX

Conflicts of Interest

Section 1. Policies. In furtherance of the Corporation's commitment to the highest standards of business ethics and integrity, the Corporation shall adopt those policies and procedures necessary to ensure that all business practices, and conflicts of interest procedures comply with all applicable laws, regulations and ethical principles.

Section 2. Annual Statement. Upon initial appointment and annually thereafter, each Director and officer shall sign a written statement which affirms that such person has received, read and understands the Corporation's business ethics and conflicts of interest policies and agrees to comply with all such policy requirements at all times. All such statements shall be filed in the Corporation's minute book and reviewed annually by the Board of Directors.

Section 3. Disclosure.

(a) In conjunction with each annual meeting of the Board of Directors, each Director and officer shall be required to certify to the Board of Directors any relationship(s) which he or she has which may reasonably constitute a duality of interest or conflict of interest.

(b)(i) Any possible duality of interest or conflict of interest on the part of any Director or officer shall be fully disclosed to the Board of Directors and made a matter of record, either through the annual procedure described in Sections 2 and 3(a) above, or in connection with any proposed transaction, arrangement or other matter of business being considered by the Board of Directors, when the issue arises.

(b)(ii) Any Director or officer having a possible duality of interest or a conflict of interest on any proposed transaction shall not vote or use personal influence with respect to the transaction, and he or she shall not be counted in determining the quorum for the meeting at which the proposed transaction is considered, even when otherwise permitted by law. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the presence of a quorum. Investment interests, compensation and reimbursement issues addressed by the Board of Directors shall in all cases constitute a duality or conflict of interest issue.

(c) The requirements set forth in Section 3(b) shall not be construed as preventing a Director or officer from briefly stating his or her position on the proposed transaction, nor from answering pertinent questions of the Board of Directors.

(d) Each new Director and officer will be advised of the provisions of this Article X when entering into the duties of his or her office.

(e) Each Director and officer shall be required to provide information to other Directors as to his or her outside interests, investments, outside activities and any other matters that might be considered as a possible duality of interest or a possible conflict of interest.

(f) An individual is not prohibited from serving as a Director or an officer if the individual has a direct or indirect pecuniary interest in or derives a direct or indirect profit from a direct or indirect proposed transaction with the Corporation so long as he or she shall disclose that interest or profit in writing to the Board of Directors. The individual shall in all cases abstain from voting on any matter that affects such interest or profit.

Section 4. Contracts or Transactions. A contract or other transaction between the Corporation and a Director or officer, or any other corporation, firm, association or entity in which a Director or officer is a Director or an officer or is financially interested, may not be either void or voidable because of this relationship or interest if:

(a) The fact of the relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested Director; and

(b) The contract or transaction is fair and reasonable to the Corporation.

Section 5. Loans or Guarantees. The Corporation may not lend money to or guarantee the obligation of a Director or an officer of the Corporation.

Amended and Restated May 24, 2021

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