**BYLAWS**

**OF**

**HAMILTON CENTER, INC.**

ARTICLE I. INTRODUCTION

Section 1. Name The name of this Corporation, organized under the Indiana General Not For Profit Corporation Act (repealed), is Hamilton Center, Inc.

Section 2. Purpose The purpose or purposes for which it is formed are as follows: To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter in these articles set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly, or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, and its Regulations, as they now exist or as they may hereafter be amended, to include, but not limited to: The operation of a community mental health center and behavioral health care system; the provision of behavioral health, early intervention and prevention, and community integration and employment services; the evaluation, development, expansion, improvement and promotion of services in order to meet the needs of children, adolescents, adults and families with mental illness and addiction issues, developmental disabilities, behavior disorders, and/or who are at risk, or socially or economically disadvantaged; the provision of assistive and supportive services and the fostering of low income housing for persons with low to moderate income, older adults, physically and mentally disabled persons, homeless persons and special needs population through the use of public and private resources; and the training and development of staff to accomplish the above objectives.

Section 3. Corporate Seal The Corporation shall not require a corporate seal.

Section 4. Office The principal office of the Corporation shall be in the City of Terre Haute, County of Vigo, State of Indiana.

Section 5. Fiscal Year The fiscal year of the Corporation shall begin on the first day of July of each year and end on the thirtieth day of June next succeeding.

Section 6. Exempt Activities Notwithstanding any other provision of these bylaws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by (a) an organization exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or (b) an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations.

Section 7. Notices All notices required or permitted to be given by these bylaws shall be served either personally, electronically or by mail. If mailed, any notice to a director shall be directed to the recipient at his/her address as it appears on the records of the Corporation, unless the recipient shall have filed with the secretary of the Corporation a written request that notices intended for him/her be mailed to some other address, in which case the notices shall be mailed to the address designated in the request. Whenever the Corporation or the Board of Directors or any committee is authorized to take any action after notice, such action may be taken without notice if at any time before or after such action may be completed the notice is waived in writing by all individuals entitled thereto, or if the notice is waived by attendance in person by such individuals at the meeting at which the action is taken.

ARTICLE II. DIRECTORS

Section 1. Directors; Function of the Board The term "Directors" as used herein shall have the same meaning as the term "director" in the Indiana Nonprofit Corporation Act of 1991.

1. Directors of the Corporation shall have the right to notice of meetings of the Board of Directors, to attend all meetings of the Board of Directors and cast one vote for each issue coming before the Board of Directors for decision at any meeting the director is attending.
2. Directors shall serve without compensation and shall not be entitled to share in any distribution of assets upon dissolution of the Corporation. A Director may be reimbursed for any expenses reasonably incurred by him/her on behalf of the Corporation.
3. The business, property and affairs of the Corporation shall be managed by the Board of Directors. The functions of the Board of Directors shall be to oversee:
4. The overall operation of the community mental health center and the behavioral health care system and federally qualified health center.
5. The hiring of a President/Chief Executive Officer to handle the day-to-day operations of the Corporation.
6. The evaluation of the President/CEO at least annually.
7. The development and/or approval of written policies governing the operation of the Corporation.
8. The development and/or approval of formal mechanisms by which community agencies, governmental units and health care providers may provide input for consideration by the governing board in the development of community mental health center policies and behavioral health care system policies.
9. The development and/or approval of Corporation goals and objectives based on the continuing assessment of the health needs of the population of the service area. This plan shall be available to the public.
10. The approval of the Corporation's operating budget.
11. The development and review and revision of Corporation Bylaws on a periodic basis. The Board of Directors shall have the power to make, alter, amend, or repeal the bylaws of the Corporation by an affirmative vote of two-thirds of the entire Board of Directors affirming a recommendation of the Executive Committee for a change in the bylaws. The number of Directors is determined by the number of filled Directors positions as of the date the vote is taken. The vote must be at a meeting at which a quorum is present after all the Directors have been given thirty (30) days written notice of the proposed change in the Bylaws and the meeting date at which such vote shall be taken.

Section 2. Number of Directors The number of active directors of the Corporation shall be a minimum of thirteen and a maximum of twenty-five as determined each year at the annual meeting of the directors as provided in Article II, Section 3(A) below.

Section 3. Filling of Vacancies

1. In the event the number of directors is increased by action of the directors as provided in Article II, Section 2 above, the election of the additional director or directors shall be by vote of the directors as provided in subsection B below.
2. Except as provided in subsection (A) above, any vacancy occurring during an existing term of a director may be filled by a majority vote of the remaining directors of the Board; the new director shall be elected to serve for the balance of the term left vacant.

Section 4. Director Qualifications In filling vacancies in positions of director, including vacancies resulting from enlargement of the number of directors, new directors shall be selected according to the following standards:

1. The members shall reside in the Corporation's service area.
2. The members shall be representative of the population of the service area, taking into consideration employment, age, sex, race, disabilities and other demographic characteristics.
3. Each member shall serve for a fixed term of three (3) years.



D. The majority [at least 51%] of the Board must be patients served by the federally qualified health center. These patient Board members must, as a group, represent the individuals who are served by Hamilton Center, Inc. in terms of demographic factors, such as race, ethnicity, and gender.

* Non-patient Board members must be representative of the community served and must be selected for their expertise in relevant subject areas, such as community affairs, local government, finance and banking, legal affairs, trade unions, and other commercial and industrial concerns, or social service agencies within the community.
* Of the non-patient Board members, no more than one-half may derive more than 10% of their annual income from the health care industry.

Section 5. Terms of Director

Each director shall be elected for a three-year term and may serve no more than two consecutive terms plus any years served to fulfill the term of another director unless the Board of Directors by vote of two-thirds of the entire Board of Directors determines that it is in the best interest of the Corporation that a director serve more than two consecutive terms. After a director has served two terms, he/she may be re-elected after one year. Any vacancy in a director position shall be filled by election at annual meeting or as otherwise provided herein, and each director shall serve the stated term and until his/her respective successor is elected and qualified.

Section 6. Annual Meetings

1. The annual meeting of the directors of the Corporation shall be held in October of each year, for the purpose of electing the directors of the Corporation as provided in Subsection B, electing officers of the Corporation, and for the transaction of such other business as may come before the meeting. The annual meeting shall be conducted in accordance with the Indiana Open Door Law, Indiana Code Section 5-14-1.5-1, et. seq.
2. At the annual meeting, directors shall be elected to fill the vacancies on the Board of Directors arising from the expiration of terms thereof or otherwise. If any such annual meeting is not held, or if directors to fill such vacancies are not then elected, they may be elected at any meeting of the directors.

Section 7. Monthly Meetings Monthly meetings of the Board of Directors of the Corporation shall be held at such times and at the principal office of the Corporation or at such other places as the Board of Directors shall from time to time by resolution designate. At each regular meeting of the Board, such business may be transacted as may properly come before the meeting. Monthly meetings shall be conducted in accordance with the Indiana Open Door Law, Indiana Code Section 5-14-1.5-1, et. seq.

Section 8. Special Meetings Special meetings of the directors of the Corporation may be called at any time by the president or by one-third of the Board of Directors. If a special meeting is properly called, it shall be the duty of the secretary of the Corporation to give notice of the time and place of the meeting as so called. Special meetings shall be conducted in accordance with the Indiana Open Door Law, Indiana Code Section 5-14-1.5-1, et. seq.

Section 9. Notices A written notice of a monthly or annual meeting of the Board of Directors stating the place, day and hour of the meeting shall be delivered, mailed, or e-mailed by the secretary (or by the officer or persons calling the meeting) to each director and appropriate entities at least forty-eight (48) hours before the date of the meeting. A written notice of a special meeting of the Board of Directors stating the place, day, and hour of the meeting, as well as the purpose of the meeting shall be delivered, mailed, or e-mailed to each director and appropriate entities at least forty-eight (48) hours before the date of the meeting. Public notices of all meetings of the Board of Directors shall be made in compliance with the Indiana Open Door Law, Indiana Code Section 5-14-1.5-1, et. seq.

Section 10. Quorum At any meeting of the Board of Directors of the Corporation, the presence in person of directors comprising one-half of the entire Board of Directors shall be necessary to constitute a quorum. The number of Directors is determined by the number of filled Directors’ positions as of the date the quorum must be established. The act of a majority of the Directors present at any meeting of the Board at which there is a quorum shall be the act of the entire Board, except as otherwise specifically provided in these bylaws by Sections 3 and 13 of this Article with respect to the filling of vacancies, and resignation and removal; by Article II, in respect to amending these bylaws; or except as may otherwise be prescribed by Indiana law. In the absence of a quorum, or even if a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the directors present in person at the meeting without notice of adjournment other than announcement thereof at the meeting, and without notice thereof to any absent director; and at any such meeting resuming pursuant to adjournment, at which a quorum is present, any business may be transacted which might have been transacted at the meeting in respect to which notice was originally given.

Section 11. Voting At every meeting of directors, each director shall be entitled to one vote. At the annual and all meetings of directors, voting may be in person or may be done telephonically. The secretary shall keep at the principle office of the Corporation a complete and accurate list of all directors entitled to vote and of their addresses; this list may be inspected by any director for any proper purpose at any reasonable time.

Section 12. Resignation and Removal

1. A director may resign from the Board of Directors by delivering a written resignation to the president or secretary of the Corporation. A resignation is effective when delivered, unless the notice specifies a later effective date.
2. A director may be removed from the position of director by the affirmative vote of two-thirds of the entire Board at a meeting called for that purpose, attending in person at any regular or special meeting, for conduct detrimental to the interest of the Corporation. Any individual proposed to be removed from the position of director shall be entitled to at least fifteen (15) days prior written notice of the meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting.
3. If a director has three absences during any fiscal year, then the Secretary of the Corporation, upon approval of the Executive Committee, may immediately give notice (herein called the "termination notice") to that director advising him or her that they are being removed as a director for lack of attendance

Section 13. Executive Committee The Board of Directors may by resolution adopted at an annual meeting by a majority of the entire Board, designate the president of the Corporation, the vice-president, the secretary, the treasurer, and other directors of the Corporation to constitute the Executive Committee to serve until the next annual meeting of the Board of Directors. The individuals who will be members of the Executive Committee shall be comprised of the following unless it is determined by the Board of Directors as not feasible: officers of the Corporation; immediate past president, if eligible; the chairpersons as appointed by the president of the Corporation of the standing committees of the Board, other than the Nominating and Retirement/Benefits Committee; and two members at-large to be selected by the Board. The president of the Corporation shall be the chairperson of the Executive Committee. At any meeting of the members of the Executive Committee, the presence of five of its members in person shall be necessary to constitute a quorum for any purpose. The action of a majority of the members present at any meeting of the Executive Committee at which there is a quorum shall be the action of the full Executive Committee. Any vacancy occurring in the membership of the Executive Committee other than officers shall be appointed by the president of the Corporation. The Executive Committee shall meet as needed. Executive Committee meetings shall be conducted and public notices of these meetings shall be given in accordance with the Indiana Open Door Law, Indiana Code Section 5-14-1.5-1 et. seq. The Executive Committee shall:

* 1. Have and exercise in emergencies as declared by the officers of the Corporation all of the authority of the Board of Directors in the management of the Corporation during the intervals between any meetings of the Board without prior or subsequent ratification by the Board of Directors; but the designation of such Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed by law upon it or him/her.
  2. Define guidelines and review personnel trends, subject to approval of the Board of Directors, for the conditions of employment of Corporation personnel, including the hiring and evaluating of the President/CEO.
  3. Define guidelines subject to approval of the Board of Directors for board education/training.
  4. Define guidelines subject to approval of the Board of Directors, for community involvement and insure that the citizens of the area are made aware of the existence of the Corporation, the services offered, and the means of availing oneself of Corporation services; also insure that Corporation programs have a well-established base of support and communications link with the community; and promote relations through the community relative to any and all concerns and information in order to further the interest of the Corporation.
  5. Ensure that the Board is aware of legislation affecting health services impacting Hamilton Center, Inc. and act as a contact with local legislators.
  6. Assure board participation in the accreditation process.
  7. Ensure periodic review and maintenance of current Corporation Bylaws.
  8. Review annually the President/CEO's contract sixty (60) days prior to expiration.
  9. Shall report to the Board of Directors at the next meeting of the Board, and the Board of Directors may alter, rescind, or approve the previous action of the Executive Committee on its behalf, but action regarding a third party shall be binding upon the Corporation where acted upon by the Executive Committee under extenuating circumstances as needed, and in good faith, pursuant to the spirit and purposes for which the Corporation was created.

Section 14. Directors/Conflicts of Interest The Board of Directors has set forth standards of conduct expected by directors that require disclosure of any interests that could result in a conflict, be made annually. These disclosure requirements are intended to provide a systematic and ongoing method of disclosing and ethically resolving potential conflicts of interest. Questionnaires may be distributed annually by the President/CEO 's office and reviewed by the Executive Committee and the Board of Directors. Any duality of interest or possible conflict of interest on the part of a governing board member should be disclosed to the Executive Committee and the Board and made a matter of record. Any governing board member having a duality of interest or possible conflict of interest on any matter should not vote or use his/her personal influence on the matter, and he/she should not be counted in determining the quorum for the meeting. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation. The foregoing requirements should not be construed as preventing the governing board member from briefly stating his/her position in the matter, nor from answering pertinent questions or other board members since his/her knowledge may be of great assistance. A conflict of interest arises when a Director, or his/her spouse, or his/her dependent, or a person or dependent of a person under the control of the Director has a pecuniary interest in or will derive a profit from a business transaction in which the Director acts on behalf of the Corporation. Such conflict of interest may be created from an outside interest whereby the Director, or other person listed above, has a material interest in a entity doing business with or in competition with the Corporation; from an outside activity whereby the Director, or other person listed above, provides services to an entity which does business with or is in direct competition with the Corporation; or from the acceptance of gifts, gratuities or excessive entertainment from an entity doing business with or in competition with the Corporation; or from the use or disclosure of inside information relating to the business of the Corporation for personal profit.

ARTICLE III. OFFICERS

Section 1. Number and Duties Generally The officers of the Corporation shall be the president, vice-president, secretary, and treasurer. In addition to the duties specified below, the officers shall perform all duties normally incident to their offices, subject to the supervision and control of the Board of Directors, and shall perform such other duties as may be assigned to them from time to time by the Board of Directors.

Section 2. Election Each officer shall be elected annually by the Board of Directors at its annual meeting. If an annual meeting is not held, officers may be elected at any regular meeting of the directors as provided in Article III, Section 3 below.

Section 3. Vacancies In the event of a vacancy in any office of the Corporation, the directors may elect an officer to fill such vacancy at any regular or special meeting; provided, however, that notice of the meeting shall be given, stating that the business before the meeting includes the election of such officer. The officer so elected shall hold office and serve until the next succeeding annual meeting of the Board of Directors and until the election and qualification of his/her successor.

Section 4. President The president shall preside at all meetings of the Board of Directors and the Executive Committee, and shall have and exercise general charge and supervision of the affairs of the Corporation.

Section 5. Vice-President In the event of the president's request, absence, or disability, the vice-president shall perform the duties and possess and exercise all the powers of the president.

Section 6. Secretary The secretary shall oversee such books, documents, and papers as the Board of Directors may determine. The secretary shall oversee the keeping of minutes of all meetings of the Board of Directors. The secretary may sign with the president or vice-president, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors or Executive Committee, and when so authorized or ordered by the Board of Directors or Executive Committee.

Section 7. Treasurer The treasurer shall oversee the holding and handling by the accounting personnel of the Corporation of corporate funds and securities. The treasurer shall see to it that full and accurate accounts of receipts, disbursements, and expenses are maintained by such personnel in accordance with sound and consistently applied accounting principles and procedures; that corporate monies are deposited to its credit in such depository or depositories as the Board may from time to time designate; and that corporate funds are disbursed by corporate employees for purposes either generally or specifically sanctioned by the Board of Directors. The treasurer of the Board is authorized to execute and sign any contracts on behalf of this Corporation, in the absence of the president and vice-president. The treasurer shall serve on the Administrative Committee.

Section 8. Assistant Officers Assistants to any duly elected or appointed officer of the Corporation may be appointed by the Board of Directors, the President of the Corporation or by the Officer for whom the assistant officer is appointed to serve. Such assistant officers shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them and such other powers and duties, as these By-Laws or the Board of Directors or the appointing officer may prescribe. An assistant secretary may, in the event of the absence or disability of the Secretary, attest to the execution by the Corporation of all documents.

Section 9. Removal Any officer may be removed from office by the affirmative vote of two-thirds of the entire Board of Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance; for conduct detrimental to the interests of the Corporation; for lack of sympathy with its objectives; or for refusal to render reasonable assistance in carrying out its purposes.

Section 10. Resignation

1. An officer may resign from the Board of Directors by delivering a written resignation to the president or secretary of the Corporation. A resignation is effective when delivered, unless the notice specifies a later effective date.
2. An officer may be removed from the position of officer by the affirmative vote of two-thirds of the entire Board at a meeting called for that purpose, attending in person at any regular or special meeting, for conduct detrimental to the interest of the Corporation. Any individual proposed to be removed from the position of officer shall be entitled to at least (15) days prior written notice of the meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting.
3. If an officer has three absences during any fiscal year, then the Secretary of the Corporation, upon approval of the Executive Committee, may immediately give notice (herein called the "termination notice") to that officer advising him or her that they are being removed as an officer for lack of attendance.

ARTICLE IV. COMMITTEES

Section 1. General Committees of the Board of Directors, other than its Executive Committee, shall be standing or special. The standing committees shall be the Administrative Committee, Services/Planning/Evaluation Committee, Professional Affairs Committee, Nominating Committee, Retirement/Benefits Committee, and such other standing committees as the Board may from time to time designate. Special committees may be established from time to time with such responsibilities as may be delineated by the Board of Directors. Except as expressly provided otherwise to the contrary in the following subparagraphs of this section in respect to certain standing committees, and except as the Board of Directors may expressly provide otherwise by resolution in establishing a special committee, the president shall appoint the chairperson and all members of each committee, the appointment to be made by no later than thirty (30) days after the annual meeting at which the president is elected.

1. At any standing or special committee meeting, the presence of one-third of the members of the committee shall be recognized as a quorum.
2. Each standing or special committee shall provide to the Board of Directors a report of each meeting and a resolution for action by the Board of Directors on any matter requiring Board action.

Section 2. Administrative Committee The Administrative Committee of the Board of Directors shall consist of the treasurer of the Corporation, a chairperson and not less than four other directors of the Corporation selected by the president. The Administrative Committee shall:

1. Act in an advisory capacity to the treasurer of the Board.
2. Review the investment of all funds of the Corporation.
3. Submit to the Board of Directors an annual budget as recommended by the President/CEO, showing the anticipated receipts and disbursements of the Corporation for the ensuing year; aid in the presentation of budget to various levels of government.
4. Monitor the Corporation's management information system.
5. Review the maintenance of physical properties of the Corporation.
6. Assure that Board of Directors, appropriate administrative and professional staff have adequate comprehensive liability insurance.
7. The Administrative Committee shall meet on a continuing basis to review Corporation financial statements, audits and other relevant matters.

Section 3. Services/Planning/Evaluation Committee The Services/Planning/Evaluation Committee of the Board of Directors shall consist of a chairperson and not less than four directors of the Corporation selected by the president. The Services/Planning/Evaluation Committee shall:

1. Advise the Board of Directors in respect to any matters relating to the Corporation's development and provision of direct and/or indirect behavioral health care services to the community (including but not limited to alcohol and drug, developmental disabilities, mental illness, intervention/prevention and education services).
2. Provide a short- and long-range planning function whereby present programs and facilities can be reviewed and evaluated for their effectiveness and future growth.
3. Review and evaluate corporate goals and objectives developed as a result of program planning, and monitor their effectiveness.
4. This committee will also perform such other duties as from time to time may be imposed by the Board of Directors. It shall meet on a continuing basis.

Section 4. Professional Affairs Committee The Professional Affairs Committee shall consist of a chairperson and not less than four directors of the Corporation selected by the president. The Professional Affairs Committee shall:

1. Serve as the empowered representative for the Corporation in matters pertaining to privileging and credentialing of the Professional Staff.
2. Advise the Board of Directors regarding mechanism(s) for review of credentials and delineation of privileges, recommendations for professional staff membership, mechanism by which professional staff membership may be terminated, and the mechanism which insures due process and fair hearing procedures for professional staff.
3. Assure that support staff who provide direct treatment services but are not clinically privileged are competent, based on education, licensure/certification, training and experience.
4. Review and monitor professional staff practice.
5. Advise the Board of Directors regarding research to be conducted by professional staff.
6. Review Corporation operating policies and monitor compliance for presentation to the Board of Directors.
7. This Committee will also perform such other duties as from time to time may be imposed by the Board of Directors. It shall meet on a continuing basis.
8. Hamilton Center, Inc. maintains a Compliance, Quality, Risk, and Improvement Committee. The committee provides reports to the Professional Affairs Committee. The President/CEO will assign a Committee Chairperson, which is currently chaired by the Corporate Compliance Officer. In partnership with all departments, this committee is charged with applying structure to the measurement and evaluation process for the ongoing performance, improvement, and compliance with regulatory bodies. This committee is comprised of an interdisciplinary team. The adopted Performance Improvement model for Hamilton Center, Inc. and the Quality and Compliance Department is PDCA (Plan, Do Check, and Act). This model provides structure to the measurement and evaluation process for ongoing performance improvement in the organization.

Section 5. Nominating Committee The Nominating Committee shall consist of five members, the chairperson of which shall be the immediate past president of the Corporation, or in the event of his/her inability to serve, shall be otherwise appointed by the president of the Corporation. The other four members shall be selected by the president from among the directors who are not members of the Executive Committee. The Nominating Committee shall:

1. Nominate persons to fill vacancies on the board. In selecting the nominees, the Nominating Committee shall attempt to create and maintain a diversified Board with representation from the geographic areas served by the Corporation and diverse professional areas including but not limited to business, banking, accounting, teaching, and legal. Each nominee shall represent the Committees determination of the best individual to fill the position and an individual willing to make a commitment to the position of Director. The nominee(s) shall be presented to the Board as a slate for approval.
2. Select a slate of candidates for officers of the Corporation to be submitted at each annual meeting of the directors.
3. Nominate two members-at-large to serve on the Executive Committee to be submitted to the Board of Directors following appointment of committee chairpersons.
4. Provide for orientation of new Board members.
5. Meet on a continuing basis.

Section 6. Retirement/Benefits Committee The Retirement/Benefits Committee with voting privileges shall consist of the Board President, the Board Vice-President, four Board members appointed by the Board President, as well as the President/CEO, Chief Operating Officer, Chief Fiscal Officer, and Chief Human Resources Officer. The Chiefs shall be present at such meetings with no voting privileges. The president of the Board shall appoint the chairperson from the members at large.

1. The purpose of this committee is to develop and monitor the employee retirement/benefit plan and monitor the investments and disbursements on behalf of the Corporation.
2. The committee shall meet on a continuing basis.

ARTICLE V. Indemnification of Directors

1. 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, including all appeals by reason of the fact that the person 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, trustee, 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 him/her in connection with the action, suit, or proceeding; if the person acted in good faith and in a manner he/or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on 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 that he/she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful. However, no indemnification shall be made in respect of any claim, issue, or matter as to which the person is adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation.
2. To the extent that a director, trustee, officer, employee, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Paragraph A above, or in defense of any claim, issue, or matter in that action, suit, or proceeding, he/she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection with the action, suit, or proceeding.
3. Unless ordered by a court, any indemnification made under Paragraph A above, shall be made by the Corporation only as authorized in the specific case on a determination that indemnification of the director is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Paragraph A above. The determination shall be made (a) by a majority vote of a quorum consisting of directors who were not and are not parties to or threatened with the action, suit, or proceeding; (b) if the described quorum is not obtainable or if a majority vote of a quorum of disinterested directors so directs, by a majority vote of a committee designated by the Board of directors; or (c) by independent legal counsel in a written opinion.
4. Expenses of each person seeking indemnification under Paragraph A above may be paid by the Corporation as same are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the Board of Directors in the specific case, on receipt of an undertaking by or on behalf of the director to repay the amount if it is ultimately determined that he/or she is not entitled to be indemnified by the Corporation.
5. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or agent of the Corporation, or against any liability asserted against him/her and incurred by him/her in that capacity, or arising out of his/her status in that capacity, whether or not the Corporation would have the power to indemnify him/her against liability under the provisions of this Article or the laws of Indiana governing business corporations.

ARTICLE VI. ADMINISTRATION

Section 1. Contracts and Services The directors and officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the Corporation in a matter in which the directors or officers are personally interested as stockholders, directors, or otherwise shall be at arm's length and not violate the proscriptions in the articles of incorporation against the Corporation's use or application of its funds for private benefit; and provided, further, that no contract, transaction, or act is a prohibited transaction or would result in the denial of tax exemption under the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. Notwithstanding the foregoing, all provisions of Article II, Section 14, hereof entitled "Conflict of Interest" shall be applicable. In no event, however, shall any person or other entity dealing with the directors or officers be obligated to inquire into the authority of the directors or officers to enter into and consummate any contract, transaction, or other action.

Section 2. Delegation of Authority The Board of Directors may, unless otherwise expressly provided in these bylaws, authorize any officer or agent 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 a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or in any amount.

ARTICLE VII: PRESIDENT/CEO

Section 1. Qualifications of the President/CEO The qualifications of the President/CEO shall include all qualifications and requirements established by applicable federal, state and/or local laws, rules and regulations, and, in addition, the President/CEO must possess the qualifications and requirements of the Board of Directors.

Section 2. Selection of the President/CEO The Board of Directors shall select and employ a President/CEO who shall be its direct executive representative in the management of the Corporation. A selection committee, consisting of the officers of the Board of Directors and chaired by the Board President, shall direct recruitment and review of candidates for the position of President/CEO. The selection committee will interview a minimum of three candidates. All interviews will be conducted by the selection committee with final approval by a majority vote of the Board of Directors. All Board members shall be invited to attend any and/or all interviews and proceedings of the selection committee. Guidelines for the administration of the selection committee, including time deadlines, shall be established by the Board of Directors.

Section 3. Duties and Responsibilities of the President/CEO The President/CEO of the Corporation shall be responsible for the management and operation of the Corporation as outlined by the specified responsibilities in the job description and is directly accountable to the Board of Directors in carrying out this responsibility. The term of employment, fringe benefits, etc., will be delineated in a contract drawn up by the Board of Directors and shall be reviewed sixty (60) days prior to the end of the contract period by the Executive Committee of the Board. The President/CEO's performance will be reviewed on an annual basis by the Executive Committee of the Board.

Section 4. Role of President/CEO. The President/CEO shall be an ex-officio member of the Board.

ARTICLE VIII: DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 such purposes.

ARTICLE IX: AMENDMENTS

The power to make, alter, amend or repeal these Bylaws is vested in the Board of Directors of the Corporation in accordance with Article II, Section 1, Paragraph 8.

The foregoing Code of Bylaws of the Corporation was duly adopted by the Board of Directors of the Corporation on the \_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2021.

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Secretary