

SYCAMORE REHABILITATION SERVICES

HENDRICKS COUNTY ARC, INC.

CONSTITUTION

and

BYLAWS

August 2018

AMENDED CONSTITUTION

SYCAMORE REHABILITATION SERVICES HENDRICKS COUNTY ARC, INC.

Article I. NAME

The name of this Corporation shall be Sycamore Rehabilitation Services/Hendricks County ARC, Inc. (hereinafter referred to as Sycamore).

Persons considered intellectually or developmentally disabled, as used herein, shall include all persons regardless of age, degree, or type of developmental disability and regardless of whether or not they attend public, private, or religious schools, residential or day, or whether they reside at home, group homes, or in institutions.

Article II. PURPOSE

Section 1. The purposes of this Corporation are:

- a. To promote the general welfare of persons with disabilities, delays or other related challenges to everyday life.
- b. To foster the development of services to enhance the individual's ability to function in his/her environment in the least restrictive manner.
- c. To encourage research and best practices related to people with disabilities, delays or other related challenges to everyday life.
- d. To advise and aid people and their relatives and guardians in the solution of problems and to coordinate efforts and activities.
- e. To develop a better understanding of people with disabilities, delays or other related challenges to everyday life by the public.
- f. To cooperate with all public, private, and religious agencies and professional groups in the furtherance of these ends.
- g. To maintain positive working relationships with the State and National ARC organizations.
- h. To serve locally as a clearinghouse for gathering and giving out information regarding persons with disabilities, delays or other related challenges to everyday life.
- i. To solicit and receive funds for the accomplishment of the above purposes.
- j. To develop safe and affordable housing opportunities for those we serve.
- k. To provide services to children.

- l. To provide transportation to persons with disabilities, delays or other related challenges to everyday life.
- m. To pursue any other purpose permitted to be pursued by a charity, as that term is defined in 26 USC § 501(a) and (c)(3) and associated regulations, as each may from time to time be amended.

Section 2. Sycamore is a not for profit, non-political, non-sectarian corporation. No part of any net earnings shall inure to the benefit of any member or individual, and no officer or director of the Sycamore shall receive any compensation for his services as an officer or director.

Article III. MEMBERSHIP

Membership shall be open to all self-advocates, parents, relatives, and guardians of persons with disabilities, delays or other related challenges to everyday life and to any other persons interested in the purposes of this Corporation.

Article IV. OFFICERS

The officers shall be a President, a Vice-President, a Secretary, and a Treasurer. There shall be a Board of Directors. No employee of Sycamore or their immediate family (parent, spouse, significant other, child, step-child, sibling, half-sibling, or step-sibling) may serve as an officer, director, or a member of a Standing Committee (see By-Laws, Articles X and XI).

Article V. DISSOLUTION

In the event of the dissolution of this Corporation, or in the event it shall cease to exist for the stated purposes, all the property and assets shall be distributed to a Corporation or agency serving persons considered intellectually or developmentally disabled which has been granted exemption from the Federal Income Tax under the provisions of Section 501(a) and (c)(3) of the Internal Revenue Code of 1986, as from time to time amended, or to a local, state or Federal Government for exclusively public purposes.

Under no circumstances shall any of the property or assets of this Corporation during the existence and/or upon the dissolution thereof go and be distributed to any officer, member or subsidiary of this Corporation.

Article VI. AMENDMENTS

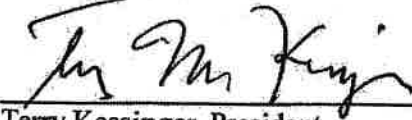
Unless an amendment eliminates the membership or a class of members, this Constitution may be amended by a 2/3 vote of the Board of Directors at a meeting called for the purpose, or by unanimous written consent in lieu of a meeting.

This is the current constitution duly approved and adopted on

8-28-18

Date

Signed



Terry Kessinger, President

Signed



Margaret Murphy, Secretary

AMENDED BY-LAWS OF

SYCAMORE REHABILITATION SERVICES HENDRICKS COUNTY ARC, INC. (hereinafter, the "Corporation")

Article I. MEMBERSHIP

Section 1. Membership shall be open to all self-advocates, parents, relatives, and guardians of persons with disabilities, delays or other related challenges to everyday life and to any other persons interested in the purposes of this Corporation.

Section 2. Membership may be obtained on application to the Secretary of the Board of Directors or the Secretary's designee.

Section 3. Membership may be on either an individual or a family basis. A family membership shall entitle both the head of the family and the spouse to hold office and to vote.

Section 4. Members whose dues have not been waived and who are in arrears for one year shall be removed from the membership roll and their membership shall be rescinded.

Section 5. A member in good standing is one whose dues are not delinquent or whose dues have been waived.

Section 6. Members in good standing shall be eligible to become directors or officers and to vote on all questions at general membership meetings.

Section 7. In addition to the right and responsibility to elect and remove Directors as enumerated in the Articles of Incorporation and elsewhere in these By-Laws, the members shall vote upon any amendment to the Articles of Incorporation, Constitution or By-Laws that would terminate all members or cancel the membership of the Corporation. All other responsibility for conduct of the business of the Corporation, including Amendments to the Articles, Constitution and By-Laws, shall be vested in the Board of Directors.

Section 8. In addition to automatic removal for nonpayment of dues as outlined in Article II, below, any member whose actions are prejudicial to the interests of the Corporation or to people with disabilities, delays or other related challenges to everyday life may be expelled as follows:

A member may bring complaint against another member in writing submitted to the President. The complaint shall present evidence to substantiate the accusation. The President shall notify the accused and set a date for a hearing to occur within 7 days before the Board of Director's Executive Committee, at which time the accused shall be given an opportunity to be heard. The Executive committee shall vote upon the matter following the hearing and with no person present except the members of the Executive Committee. Upon a majority vote of the Executive Committee the accused may be expelled.

Article II. DUES

Section 1. Members shall pay yearly dues in an amount established by the Board of Directors, which will include dues to the state and national association. A family membership shall be considered a single membership to the state and national ARC organizations.

Section 2. Dues are payable 30 days from receipt of the annual renewal notice and voting privileges at membership meetings will be suspended if dues are not current as of April 1.

Section 3. Dues may be waived in specific cases at the discretion of the Board of Directors.

Article III. MEETINGS

Section 1. Regular meetings of the membership shall be held on the first Mondays of May and November and the second Monday of September unless the membership shall vote to omit or alter the date of certain meetings. Members shall be notified in advance of all meetings.

Section 2. The regular membership meeting in May shall be designated as the Annual Meeting for the election of Directors. It may not be omitted. The election of Directors shall occur at this May meeting by the Members, who have the right to elect the Directors as brought to them by the Nominating Committee.

Section 3. Special meetings may be called by the President or on written application of five members made to the Secretary who shall mail notices to all members not less than ten days prior to the meeting stating the purpose of the meeting. No further business may be transacted at a special meeting.

Section 4. A quorum shall consist of 5 percent of the members in good standing. Members must be present and in person at the meeting to count towards quorum.

Section 5. The number of members in good standing for the purpose of determining quorum is the number of members officially recognized by the corporate Secretary exactly 45 calendar days prior to a regular or special meeting of the membership. Only members in good standing on or before 45 calendar days prior to the regular or special meeting of the membership are entitled to vote at the meeting.

Section 6. The Program Committee, as established in Article IX and X of these By-Laws, shall be responsible to organize and conduct all meetings of the Corporation and shall do so in conjunction with the Board of Directors, except that the President of the Corporation shall convene and oversee said meetings.

Article IV FISCAL YEAR

The fiscal year shall begin July 1 and end June 30.

Article V. BOARD OF DIRECTORS

Section 1. The Board of Directors shall be responsible for the conduct of the business of the Corporation and shall be empowered to employ such professional personnel as required to administer the affairs of the Corporation and to prescribe their duties and terms of their employment. The Board of Directors shall exercise all other powers inherent in the Corporation except those expressly reserved to the membership in law and in the Articles of Incorporation and these By-Laws.

Section 2. The Board of Directors shall consist of the Board's elected officers, the immediate past president, and the directors. There shall be a minimum of twelve and no more than twenty-five persons serving on the Board.

Section 3. The Board shall be comprised of not more than 49% immediate family members (parent, spouse, significant other, child, step-child, sibling, half-sibling, or step-sibling) or legal guardians of persons with disabilities, delays or other related challenges to everyday life.

Section 4. The Board shall be represented by persons of both sexes and, when possible, all ethnic or sub-cultural factions of the population and, when possible, persons with disabilities, delays or other related challenges to everyday life.

Section 5. Directors should be residents of the geographic areas served.

Section 6. The Board should, when possible, include persons with expertise in management, labor, health, finance, public relations, education, law, rehabilitation and behavior science fields.

Section 7. No Director shall be a staff person, or other immediate family member (parent, spouse, significant other, child, step-child, sibling, half-sibling, or step-sibling) of a staff person.

Section 8. Directors shall serve for a term of three years, beginning July 1 following their election, or until the qualification and installation of their successors.

Section 9. The Board of Directors shall determine annually a calendar of regularly scheduled Board meetings, to be no less frequent than quarterly. The Board of Directors may take action by unanimous written consent in lieu of either and both a regular or special meeting, respectively.

Section 10. Special meetings of the Board may be called by the President, or by the Secretary upon the written request of three Directors, at any time with no less than 48 hours' notice.

Section 11. A majority of the Directors shall constitute a quorum.

Section 12. Chairs of all committees shall have the right to attend and speak at meetings of the Board of Directors but shall not vote unless they are also Directors.

Section 13. All vacancies on the board, except those created by removal by the Members, shall be filled by persons elected by the Board of Directors, for the unexpired term.

Section 14. In the event a Director is removed at a special meeting of the Members, the Members shall have the right to elect the replacement Director from among the Membership at that meeting. The Board of Directors shall fill all other vacancies from the Membership.

Section 15. Any or all directors may participate in a regular or special meeting of the Board of Directors by or through the use of any means or type of electronic communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. Further, the Secretary, or a designee thereof, shall deliver via any type of electronic communication, to any director participating in a meeting through such means a full copy of any documents distributed to directors present in person at the meeting.

Section 16. The Board of Directors may declare vacant the office of any director or officer who shall move from the geographic coverage area of the Corporation, or who shall be absent from the Board meetings for a period of six months without notification to the President.

Article VI. REMOVAL OF DIRECTORS

Section 1. In accordance with the Articles of Incorporation and Indiana Code 23-17-12-8, a Director may be removed by the membership at a duly called special or regular meeting for that purpose if the Director's actions are prejudicial to the interests of the Corporation or to people with disabilities, delays or other related challenges to everyday life or whose egregious acts, failures to fulfill duties, or improper unresolved conflicts of interest warrant such removal.

Section 2. Upon a two-thirds vote of the membership in attendance at the meeting at which a quorum is present, can a Director be removed.

Section 3. No more than 25% of the Directors may be removed from the Board of Directors by the membership within the fiscal year.

Article VII. OFFICERS

Section 1. There shall be four (4) officers: President, Vice President, Secretary and Treasurer. The officers shall be chosen from among the Directors.

Section 2. All vacancies in the officer positions, except of the President, shall be filled for the unexpired term by the Board of Directors.

Section 3. Officers will be elected by and from the Board of Directors during the next

Board meeting following the Annual Meeting and assume their duties at the conclusion of the same Board meeting.

Article VIII. DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Corporation and of the Board of Directors. The President shall appoint the Chairs of all committees. The President shall monitor that the annual report is presented to the membership following the close of the fiscal year and be responsible for its being sent to the State and National Associations, along with the audited financial report, at the time required by the National and State ARC organizations.

Section 2. The Vice-President shall succeed to the Presidency in case of a vacancy in that office and shall perform the duties of the President in the President's absence or disability. The Vice President shall undertake such other responsibilities as the President may assign.

Section 3. The Secretary, or a designee, shall ensure that the correspondence of Sycamore and the recording of the proceedings of all meetings of the membership and the Board of Directors are properly administered. The Secretary shall be custodian of all records other than financial records. The Secretary shall file with the National ARC two copies of the Constitution and By-Laws when amended.

Section 4. The Treasurer, or a designee, shall oversee all revenues of Sycamore and shall maintain a complete and accurate account of all funds received and disbursed. The Treasurer, or a designee shall oversee deposit and disbursements of all such funds. The Treasurer shall be bonded in an amount to be determined by the Board of Directors. The Treasurer shall present an annual audited report to the membership after the close of the fiscal year, listing all receipts and disbursements by budget categories.

Section 5. Executive Staff

The Corporation may employ a Chief Executive Officer ("CEO") to whom may be delegated various functions and duties appropriate for the chief executive officer of a corporation. The CEO shall be directly accountable to the Board. The CEO shall attend all meetings of the Board of Directors unless excused by the Board. The CEO shall be an ex-officio member of the Board of Directors, without vote and without term.

The Corporation may employ a Chief Operating Officer ("COO") to whom may be delegated various functions and duties appropriate for the chief operating officer of a corporation. The COO shall be directly accountable to the CEO. The COO shall attend all meetings of the Board of Directors unless excused by the President or CEO.

The Corporation may employ a Chief Financial Officer ("CFO") to whom may be delegated various functions and duties appropriate for the chief financial officer of a corporation. The CFO shall be the Assistant Treasurer and shall take on the day-to-day financial operations as directed by the Treasurer. The CFO shall be directly accountable to the CEO. The CFO shall attend all meetings of the Board of Directors unless excused by the President or CEO.

Article IX. ELECTIONS

Section 1. There shall be a Nominating Committee composed of three individuals from the membership, all appointed by the President, who shall also designate a Chair. At least one individual on this committee shall be a Director.

Section 2. The Nominating Committee shall prepare a slate of candidates for election as officers and directors and shall secure the consent of its nominees to serve if elected. It shall report its nominations to the Secretary at least 4 weeks in advance of the Annual Meeting.

Section 3. Any current member of Sycamore may submit a nomination for Director in writing to the Chair of the Nominating Committee at least six weeks prior to the Annual Meeting. All nominees shall be members in good standing who have given consent to the nomination.

Written nominations should be sent to the Nominating Committee Chair, Sycamore Services, P.O. Box 369, Danville, IN 46122, for confirmation of nominee membership status and inclusion in the nomination and election processes. The nomination must include the name of the person making the nomination, the name of person being nominated and contact information for both persons.

Section 4. Directors shall be elected at the Annual Meeting and shall take office on July 1, following their election.

Article X. STANDING COMMITTEES

Section 1. The standing committees shall be Audit and Finance, Program, Nominating, and Investment.

Section 2. Special committees may be appointed by the President as the need arises.

Section 3. Terms of all committee members shall expire on June 30 of each year.

Section 4. The Chair of all committees will be appointed by the President.

Article XI. DUTIES OF STANDING COMMITTEES

Section 1. Audit and Finance: This Committee shall advise the Board concerning all financial aspects of the Corporation, and shall consist of the officers of the Board of Directors. The Chair of this committee shall be the Treasurer.

Section 2. Program: This committee shall be responsible to organize and conduct all meetings of the Corporation and shall do so in conjunction with the Board of Directors. The committee shall consist of a three individuals from the membership, all appointed by the President, who shall also designate a Chair. At least one individual on this committee shall be a Director.

Section 3. Nominating: This committee shall ensure that the Corporation's Board of Directors is made up of members who are committed to the Corporation's mission to serve

people with disabilities, delays or other related challenges to everyday life. Specifically, this committee will recruit new Directors and ensure their orientation. The committee shall consist of three individuals from the membership, all appointed by the President, who shall also designate a Chair. At least one individual on this committee shall be a Director.

Section 4. Investment: This committee shall be responsible for the operation and administration of the investment portfolio of the Corporation. These responsibilities shall include, but are not limited to, monitoring the performance of the investment funds; adopting, reviewing, and periodically revising the Corporation's investment policies, subject to the Board's approval; understanding and applying the Corporation's investment goals. The committee shall consist of five individuals, three of which are to be appointed by the President and the other two are to be the CEO and CFO of the Corporation. At least one individual on this committee shall be a Director.

Article XII. PARLIAMENTARY AUTHORITY

Generally accepted business procedures will be followed during all meetings. The Secretary shall be the final arbiter of whether appropriate parliamentary procedure was utilized in a given instance.

Article XIII. INDEMNIFICATION

Section 1. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if he or she 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.

Section 2. To the extent that a present or former director, officer, employee, or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any proceeding referred to in Section (a) of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with such proceeding if that person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

Section 3. Sections 1 and 2 of this Article will not apply in any proceeding in which the director, officer, employee, or agent is liable for negligence or misconduct in the performance of his or her duties.

Section 4. Such rights of indemnification will not be exclusive of any other rights to which such director, officer, or employee may be entitled apart from this provision.

Section 5. The Corporation shall have power to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of any director,

officer, employee, agent, or other person to the extent that power has been or may be granted by statute, as well as the power to give other indemnification to the extent permitted by law.

Article XIV. AMENDMENTS

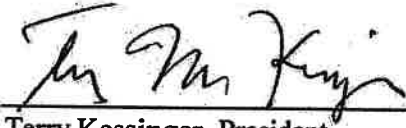
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These are the current By-Laws approved and duly adopted on

8-28-18

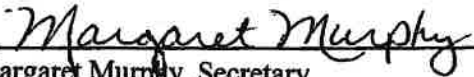
Date

Signed



Terry Kessinger, President

Signed



Margaret Murphy, Secretary