AMENDED AND RESTATED

BYLAWS

OF

CARDINAL SERVICES, INC. OF INDIANA

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AMENDED AND RESTATED BYLAWS

of

CARDINAL SERVICES, INC. OF INDIANA

1. NAME

The name of this corporation is Cardinal Services, Inc. of Indiana (hereinafter referred to as Cardinal).

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1. PHILOSOPHY, OBJECTIVES AND PROGRAMS
   1. PHILOSOPHY. The following statements express the philosophy of Cardinal.
      1. Cardinal is a not-for-profit, 501(c)(3) organization providing services to children and adults with disabilities or other needs and their families.
      2. Cardinal recognizes that children and adults with disabilities or other needs and their families want and need to be a part of their community life, and be accepted by their communities as individuals with rights and responsibilities.
      3. Cardinal supports services provided to help children and adults with disabilities or other needs and their families reach their maximum capabilities and secure opportunities for their education, training and employment.
      4. Cardinal is committed to assure the adequacy and effectiveness of programs and services for children and adults with disabilities or other needs and their families.
   2. OBJECTIVES. The objectives of Cardinal shall be:
      1. To establish and maintain high quality services which meet the needs of children and adults with disabilities or other needs and their families.
      2. To empower children and adults with disabilities or other needs and their families to find and make effective use of resources which support them in developing their abilities and living purposeful lives.
      3. To assist communities in the development and implementation of necessary and appropriate services for children and adults with disabilities or other needs and their families.
      4. To empower children and adults with disabilities or other needs and their families by supporting them in obtaining their legal rights.
      5. To support integration of children and adults with disabilities or other needs and their families into the mainstream of community life.
   3. PROGRAMS.
      1. In harmony with its stated objectives, Cardinal shall:
         1. Identify, facilitate, and implement programs and services (collectively, "Programs and Services") necessary for the rehabilitation and improvement of the quality of life of children and adults with disabilities or other needs and their families, so that they can conduct their lives with equality, dignity, and independence.
         2. Identify, facilitate, develop, and implement Programs and Services for all who are concerned with services for children and adults with social or other needs and their families, including professional personnel, parents, volunteers, caregivers, employers, corporations, businesses, and the general public. Such Programs and Services shall include without limitation general public health education programs and public education programs relating to specific disability issues.
         3. Encourage the active participation of committed, capable, and giving volunteers of Cardinal.
         4. Conduct comprehensive development activities to promote successful Cardinal operations.
      2. Cardinal shall not discriminate on the basis of age, sex, race, color, creed, national origin, marital status, sexual orientation, disability, or other classifications protected by applicable law with regard to receipt of services, appointment, or election to voluntary office, or hiring for, assignment to, or promotion in staff positions. All offices and facilities operating under Cardinal's auspices shall be in compliance with the Americans with Disabilities Act of 1990.
2. MEMBERSHIP
   1. **NUMBER AND ELIGIBILITY**. There shall be one (1) member of Cardinal who shall be known as a "Corporate Member" and such member shall be Easterseals Northern Indiana, Inc.
   2. **APPOINTMENT OF OFFICER, DIRECTOR, OR OTHER TO ACT ON BEHALF OF CORPORATE MEMBER**. The Corporate Member may appoint an officer(s), Director(s), or anyone else to act on its behalf in the capacity of such Corporate Member.
   3. **MEETINGS**. Meetings of the Corporate Member shall be held at such time, date and place, both within or without the State, as shall be specified by the Corporate Member.
3. BOARD OF DIRECTORS

The Board of Directors of Cardinal is firmly committed to functioning as a high impact governing body, providing Cardinal with the strong leadership required to ensure its future effectiveness in a changing, challenging world.

The Board of Directors:

* Serves as the steward and guardian of Cardinal's values, vision, mission, reputation, and resources.
* Plays a leading, proactive role in Cardinal's strategic decision making, and in setting strong, clear strategic direction and priorities for all operating units and programs, in collaboration with staff leadership.
* Monitors Cardinal's operational performance (both programmatic and financial) against clearly defined performance targets.
* Ensures that Cardinal's image and relationships with the wider community and key stakeholders are positive and contribute to Cardinal's success in carrying out its mission.
* Makes sure that Cardinal possesses the financial and other resources necessary to realize its vision and carry out its mission fully.

This Governing Mission shall be periodically updated and serve as a framework for further developing the Board's governing work, structure, and processes over time in the interest of high impact governing.

Cardinal values qualified board members that are related to a person receiving services.

* 1. NUMBER AND TERM OF OFFICE OF DIRECTOR. The Board of Directors of Cardinal shall consist of at least ten (10) but not more than fifteen (15) directors elected by vote of the Board at the annual meeting of the Board or at such other time as the Board may determine. Any director not elected at an annual meeting shall be elected for a term which will expire as of the date of the next annual meeting. At each annual meeting of the Board, the nominees for directors whose term has expired shall be elected for a term of three (3) years. Subject to the provisions of Section 3 of this Article IV, additional directors shall be elected to fill existing vacancies.

The directors shall be elected by the voting directors from nominees submitted by the Board Operations or persons nominated from the floor at the meeting of voting directors, provided the consent of any such persons has been obtained in advance and have been approved in advance by the Corporate Member. If the number of nominees for director exceeds the number of vacancies to be filled, voting shall be by secret ballot, and those nominees receiving the greatest number of votes to the extent of the vacancies to be filled shall be deemed to be elected; provided, however, that if two (2) or more nominees shall receive the same number of votes for the last vacancies to be filled, then one or more new ballots shall be cast among such tying nominees until one of them shall receive a plurality of votes over those received by such other tying nominee or nominees.

* 1. QUALIFICATIONS. No employee or immediate family member of an employee (including spouse, domestic partner or companion living in the same household, children or step‑children, sibling or step-sibling, parents, in-laws, grandparents or grandchildren) of Cardinal, or any other Affiliate shall be eligible to serve as a director of Cardinal. No Executive Director of Cardinal or any other Affiliate shall be eligible to serve as a director (elected, honorary, or ex officio) for three (3) years after his or her employment as Executive Director has ended. A director who has served a full term of three (3) years shall be eligible to succeed himself/herself in office for two (2) additional terms of three (3) years as long as the director is elected by a vote of the Board and approved by the Corporate Member in compliance with these Bylaws. For the purpose of the foregoing limitation, time served by a director in filling a vacancy or as a director elected for a term of less than three (3) years shall be disregarded, whether such term time was served before or after his/her first, second, or third term of three (3) years. If, and only if, a director is elected as Chair of the Board by the Board, in compliance with these Bylaws, in the director's third year of his/her third term, the director's third three (3) year term shall be extended by one (1) year to allow the elected director to serve his/her two (2) year term as Chair of the Board in compliance with Article IV. A former director who has not served as director for at least one (1) year shall again be eligible for election as a director.
  2. VACANCIES. A vacancy in the office of director arising from any cause, including expiration of a director’s term, shall be filled for the unexpired term by election by the Board, subject to the approval of the Corporate Member. Any director who has three (3) consecutive absences from regular meetings of the Board, beginning with the first meeting after his/her election, shall be considered as having resigned his/her position unless the Board excuses one (1) or more of the absences, and the vacancy thus created shall be filled as provided in Section 1 of this Article IV. In the event a vacancy is not filled by the Board within ninety (90) days of the effective date of the vacancy shall be filled by the Corporate Member within one hundred twenty (120) days of the effective date of such event. In the event a person already serving as a director shall become Chair of the Board of Cardinal, then, in order to maintain a full board, a vacancy shall be deemed to exist which may be filled by the Board for the period of such person's term of office as Chair of the Board.
  3. EX-OFFICIO MEMBERS**.** The Immediate Past Chair of the Board of Cardinal may be a member of the Board or an ex-officio member of the Board, and the Executive Director shall be an ex-officio member of the Board. Any other person elected by the Board as an Honorary or Emeritus Director shall be an ex-officio member of the Board. Each ex-officio member shall be entitled to participate in the deliberations of the Board but shall have no vote unless any such person shall then be serving a term as a duly elected member of the Board.
  4. MEETINGS. The annual meeting of the Board shall be held each year on a day determined by the Board. At least three (3) regular meetings per year shall be held as determined by the Chair of the Board at the place and date specified in the notice sent to the Board. Special meetings of the Board may be called by the Chair of the Board, or upon the written request of one-third (1/3) or more voting members of the Board. Notice of the time, place, and, in the case of a special meeting, the purpose thereof, shall be given by the Secretary of Cardinal to each member of the Board not less than ten (10) days before the date specified for such meeting, except forty-eight (48) hours' notice of any meeting shall also satisfy the requirements hereunder (other than in cases where such notice is given for the removal of a director) if given personally or by phone. Such notice shall be addressed to each member at his or her address last recorded with Cardinal. Members of the Board may participate in a meeting through use of a conference telephone or similar communications equipment, so long as all members participating in such meeting communicate with one another. Participating in a meeting pursuant to the foregoing sentence constitutes presence in person at such meeting. Any members may waive notice of a meeting. A meeting may be conducted in person, telephonically or virtually as long as all notice requirements are satisfied.
  5. POWERS.
     1. **Powers and Responsibilities**. The Board, subject to these Bylaws, shall exercise all corporate powers and conduct, manage, and control the affairs and property of Cardinal. It shall cause the books and financial statements of Cardinal to be audited annually by independent certified public accountants. It shall have the power to receive, use, hold, invest, and reinvest gifts, bequests, devises, grants, or funds from whatever source and use the same or the proceeds thereof for Cardinal or any of its services or activities, or as specifically designated.
     2. **Powers Reserved to Corporate Member**. All action of Cardinal shall be by its Board of Directors, subject to the following matters which require the approval of the Corporate Member:
        1. Approve Cardinal's mission and strategic plan;
        2. Approve any changes to the programs and services offered by Cardinal;
        3. Approve Cardinal's annual operating and capital budgets;
        4. Approve the incurrence of debt by Cardinal in excess of $100,000;
        5. Approve any unbudgeted capital expenditures or entering into a contract by Cardinal in excess of $100,000 or an annual aggregate of $100,000;
        6. Approve the purchase and disposition of real property owned by Cardinal;
        7. Approve any revisions to Cardinal's Articles of Incorporation (the “Articles”) and Bylaws;
        8. Approve the sale, transfer, exchange, disposition, or encumbrance of any of Cardinal's assets exceeding $100,000 in the aggregate;
        9. Approve the merger, consolidation, or any other change in control of Cardinal;
        10. Approve the taking of any action relating to the filing for bankruptcy, reorganization, or similar protection under any federal or state bankruptcy, insolvency, or similar law by Cardinal; and
        11. Approve the dissolution of Cardinal.
        12. Approve the Board’s appointment of directors, in accordance with Section 1 of this Article IV, and the Board’s removal of directors in accordance with Section 10 of this Article IV.
        13. Appoint directors to fill a vacancy on the Board in accordance with Section 3 of this Article IV.
        14. Remove a director from the Board in accordance with Section 10 of this Article IV.
        15. Approve the hiring, termination, and annual evaluation of Cardinal’s Executive Director, Chief Financial Officer, and Chief Operating Officer.
  6. QUORUM AND VOTING. A quorum for the transaction of business shall exist whenever a majority of the Board (exclusive of ex-officio members) is present in person. Each director (excluding ex-officio directors) shall be entitled to one (1) vote, to be cast in person and not by proxy. Unless a greater vote is required by these Bylaws, any proposal to come before the Board shall be deemed to be adopted upon the affirmative vote of the majority of the directors' present and voting, a quorum being present.
  7. CONFLICT OF INTEREST. Cardinal shall endeavor not to enter into business relationships with persons or entities in which its directors, officers, staff or members of the immediate families of any of the foregoing (including spouse, domestic partner or companion living in the same household, children or step-children, sibling or step-sibling, parents, in-laws, grandparents or grandchildren) have a direct or indirect interest ("Related Transactions"). However, in the event of a potential Related Transaction, the director holding such an interest shall fully disclose the nature of the conflict and the interest to the Board, and such director shall not participate in, or attend, the discussions or votes regarding the proposed Related Transaction.
  8. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board under the provisions of the applicable state code, the Articles or these Bylaws may be taken without a meeting, if all members of the Board consent in writing to such action. Such written consent or consents will be filed with the minutes of proceedings of the Board. Such action by written consent will have the same force and effect as a unanimous vote of such directors.
  9. REMOVAL OF DIRECTOR**.** Any director may be removed from office at any time, upon (i) the affirmative vote of not less than two-thirds (2/3) of the entire voting members of the Board and the approval of the Corporate Member, or (ii) by the Corporate Member in its sole and absolute discretion.
  10. COMPENSATION**.** No director will receive compensation other than reimbursement from time to time for expenses incurred on behalf of Cardinal.

1. OFFICERS
   1. NUMBER AND TERM. The officers of Cardinal shall consist of a Chair of the Board, one (1) or more Vice Chairs (who shall be designated "First," "Second," etc.), a Treasurer, and a Secretary, all of whom shall be elected by the Board. Officers shall be elected to serve a two-year term. The Chair of the Board, if duly qualified and elected, may succeed himself or herself in office for not more than one (1) additional term, provided, however, in certain special circumstance where the retention of the Chair for an additional term is deemed to be in the best interest of Cardinal, the Chair, upon recommendation from the Board Operations Committee and approval by the Board may be elected to serve as Chair of the Board for a second additional two (2) year term. The Vice Chairs may succeed themselves in office for one (1) additional term, if duly qualified and elected. The Treasurer may succeed himself or herself in office for two (2) additional terms, if duly qualified and elected. The Secretary may succeed himself or herself in office for one (1) additional term, if duly qualified and elected. The Board may also elect an Assistant Secretary and such other officers in its sole discretion, all of whom shall serve at the pleasure of the Board and who need not be a member of the Board. All officers shall be elected from nominees submitted by the Board Operations Committee or persons nominated from the floor, provided the consent of the person has been obtained in advance.
   2. QUALIFICATIONS. All officers shall be elected from among the members of the Board. No salaried employee of Cardinal, or any other Affiliate shall be eligible to serve as officer of Cardinal, except as Secretary or Assistant Secretary.
   3. REMOVAL FROM OFFICE. Any officer may be removed from office at any time, upon the affirmative vote of not less than a majority of the entire Board.
   4. VACANCIES. Any vacancies for any reason in any office of Cardinal shall be filled for the unexpired term by election by the Board.
   5. DUTIES OF OFFICERS.
      1. **CHAIR**. The Chair shall preside at all meetings of Cardinal and shall act as Chair of the Board. The Chair shall be an ex-officio member of all committees of Cardinal. The Chair shall perform such duties as usually pertain to such office or as may from time to time be assigned to him/her by the Board. The Chair shall be directly responsible to the Board and shall report to the Board all significant matters pertaining to the welfare of Cardinal.
      2. **VICE CHAIRS**. The Vice Chairs, in order of designation, shall perform the duties of the Chair in the Chair's absence, and shall perform such other duties as the Chair or the Board may from time to time designate. In the case of the Chair's inability or refusal to serve, resignation, removal from office or death, the Vice Chairs, in order of designation, shall fill the unexpired term of the Chair.
      3. **TREASURER.** The Treasurer shall be responsible for all the funds and securities of Cardinal; shall authorize the payment of monies on such approvals and signatures as the Board may determine; shall be responsible for the maintenance of adequate books of account; shall present to the Board monthly financial statements of receipts and expenditures; and, at the close of the fiscal year, shall present to the Board a financial report for the year accompanied by a balance sheet and an income and expense statement audited by a certified public accountant.
      4. **SECRETARY.** The Secretary shall attend and shall be responsible for the preparation and preservation of the minutes of all meetings of the Board. The Secretary shall serve ex-officio on such committees as may be appointed by the Chair. The Secretary shall give all notices which may be required by law or by these Bylaws*.* The Secretary may sign on behalf of Cardinal, with such other officers as are authorized by the Board, any and all contracts or agreements authorized by the Board. The Secretary shall have charge of such books, documents, and papers as the Board may determine and shall do and perform such other duties as may be assigned from time to time by the Board. The Secretary may authorize the Assistant Secretary, if any, to perform or discharge any of the Secretary's duties or responsibilities.
      5. **ASSISTANT SECRETARY.** The Board may from time to time elect an Assistant Secretary. The Assistant Secretary may sign on behalf of Cardinal, with such other officers as are authorized by the Board, any and all contracts or agreements authorized by the Board. The Assistant Secretary shall do and perform such other duties as may be assigned from time to time by the Board or by the Secretary. In the case of the Secretary's (i) absence, or (ii) inability or refusal to serve, resignation, removal from office, or death, the Assistant Secretary shall perform the Secretary's duties during the Secretary's absence, or for the remainder of the unexpired term, respectively.
2. EXECUTIVE DIRECTOR

The Board shall employ an Executive Director (or other similarly titled chief executive officer) of Cardinal for such period of time and upon such terms and conditions as the Board may determine. The Executive Director shall be the chief executive officer of Cardinal and shall have authority to employ and discharge employees of Cardinal. The Executive Director shall exercise such other powers customarily given to the chief executive officer of a business organization, including executing any and all contracts, instruments, or agreements authorized by the Board. The Executive Director may delegate authority to the Chief Financial Officer to execute a specific contract, instrument, or agreement already authorized and approved by the Board. The Chair shall be advised in advance of any delegation to any executive by the Executive Director. The Executive Director shall serve ex-officio, without vote, on all committees of Cardinal and shall do and perform such other duties as may be assigned to him/her from time to time by the Board.

1. COMMITTEES OF THE BOARD OF DIRECTORS
   1. APPOINTMENT AND TENURE. The Chair shall appoint annually standing committees and special committees. Committee members shall serve until the designation of their successors, except as otherwise provided herein. The chair of each standing committee shall be a member of the Board. Other committee members may be appointed from among the membership of the Board and from outside of the Board. Each committee member, with the exception of ex-officio members and consultants, shall be entitled to vote at committee meetings.
   2. STANDING COMMITTEES**.** Standing committees to carry out governing responsibilities will be established, each of which shall have a minimum of five (5) members, appointed annually by the Chair of the Board. Except as otherwise provided herein, each committee's recommendations shall be transmitted to the Board for action.
2. [THIS ARTICLE LEFT INTENTIONALLY BLANK]
3. RULES AND PROCEDURES

Unless otherwise provided in these Bylaws, "Robert's Rules of Order Newly Revised" shall be observed as the rules of procedure for all meetings of the Board and the committees provided for in these Bylaws.



FISCAL YEAR

The fiscal year of Cardinal shall begin on July 1 of each year and end on June 30 of the next succeeding year.

1. [THIS ARTICLE LEFT INTENTIONALLY BLANK]
2. INDEMNIFICATION

Cardinal shall indemnify, to the fullest extent allowed by the laws of the State of Indiana, any and all of its directors, officers, or staff, or former directors, officers, or staff, against all judgments, fines and penalties and all costs and expenses reasonably incurred by them or any of them in connection with the defense of any action, suit, or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors, officers, or staff (such expenses to include the cost of litigation) except in relation to matters as to which any such director, officer, or staff shall be finally adjudged in such action, suit, or proceeding to be liable for willful misconduct or gross negligence in the performance of duty and/or when indemnification would not be available under Indiana law. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any agreement or otherwise. Cardinal shall have the power to indemnify other agents as set forth in the laws of the State of Indiana.

1. NOTICES

All notices or other communications required or permitted hereunder shall be in writing and shall be deemed given or delivered: (i) when delivered personally or by commercial messenger; (ii) one (1) day following deposit with a recognized overnight courier service, provided such deposit occurs prior to the deadline imposed by such service for overnight delivery; or (iii) when transmitted, if sent by facsimile copy or email, provided confirmation of receipt (whether in hardcopy or electronic format) is received by the sender in each case provided such communication is addressed to the intended recipient at the last known address as set forth in Cardinal’s corporate records.

1. AMENDMENTS

These Bylaws may be amended from time to time, or new Bylaws adopted, at any time by (i) a concurrent vote of a majority of the Board, unless a greater number is required by the Indiana Nonprofit Corporation Act, the Articles, or by these Amended and Restated Bylaws; and (ii) the consent of the Corporate Member.