

SECOND AMENDED BYLAWS OF DSI DIVERSIFIED SOLUTIONS, INC.

ARTICLE I **PURPOSES AND POWERS**

Section 1.1 **Purposes.** The Corporation has been organized and shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Developmental Services, Inc. ("Developmental Services"), Four Rivers Resource Services, Inc. ("Four Rivers"), Bona Vista Programs, Inc. ("Bona Vista"), and LIFE Designs, Inc. ("LIFE Designs") all of which qualify for exemption from federal income tax under Section 501(c)(3) and as a public charity under Sections 509(a)(1) or (2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code").

Section 1.2 **Powers.** The Corporation shall have such powers as are necessary, proper, or otherwise authorized under Indiana law in the fulfillment of its corporate purposes, except as limited by Article II herein.

ARTICLE II **RESTRICTED PURPOSES, INUREMENT, AND PROHIBITED ACTIVITIES**

Section 2.1 **Restricted Purposes.** Notwithstanding anything to the contrary in these Bylaws, the Corporation is organized exclusively for those charitable, religious, scientific, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, and its activities and assets shall be devoted to the aforesaid purposes.

Section 2.2 **Inurement.** No part of the earnings, income, or assets of the Corporation shall inure to the benefit of or be distributed to any private individual, whether a Director, Officer, or otherwise. Nor shall any substantial part of the activities of the Corporation consist in carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publication and distribution of statements), any political campaign on behalf of any candidate for public office.

Section 2.3 **Prohibited Activities.** The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by a corporation which is exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III **OFFICES**

Section 3.1 **Principal Office.** The principal office of the Corporation shall be located at 2920 10th Street, Columbus, Indiana 47201.

Section 3.2 **Registered Agent.** Shane Burton shall be the registered agent of the Corporation to serve at the registered office of the Corporation. The resident agent's address is 2920 10th Street, Columbus, Indiana 47201.

ARTICLE IV **MEMBERSHIP**

The Corporation shall have no members.

ARTICLE V **BOARD OF DIRECTORS**

Section 5.1 **General Powers and Duties.** The Board of Directors shall manage the Corporation's property, business, and affairs and may exercise all such powers of the Corporation as the Board of Directors are directed or required to exercise by law, the Articles of Incorporation (the "Articles"), or these Bylaws. Each member of the Board of Directors shall be required to certify that no conflict of interest exists which would impair that member's ability to serve on the Board of Directors.

Section 5.2 **Number.** The Board of Directors shall consist of from five (5) through twelve (12) members, the exact number of which shall be reflected in a resolution adopted by the Board of Directors from time to time.

Section 5.3 **Term of Office.**

- a. Directors shall serve for a term of two (2) years beginning in January following their appointment;
- b. No Director shall serve more than six (6) years in any eight (8) year period; and
- c. If a Director has served for six (6) consecutive years, the Director shall retire from the Board for a period of two (2) consecutive years before the Director shall again be eligible for Board membership.

Section 5.4 **Removal of Directors.** A majority of the Directors may remove any Director whenever in their judgment it will serve the Corporation's best interests.

Section 5.5 **Resignations.** Any Director may resign at any time by giving a written notice to

the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.6 Vacancies. A vote of the majority of Directors shall fill any vacancy occurring in the Board of Directors caused by a Director's death, removal, or resignation or an increase in the number of Directors. Each Director so elected to fill a vacancy shall hold office until the Director's successor has been elected or otherwise qualified, or until the Director's death, resignation, or removal.

Section 5.7 Annual and Regular Meetings. The Board of Directors shall hold their annual meetings in November of each year. The Board of Directors shall in addition hold **at least four regular meetings each year**. A majority of the Board shall determine where each annual and regular meeting is to be held. Notice of the annual and regular meetings shall be mailed, delivered, or emailed to each Director at least three (3) days before the date on which the meeting is to be held. A Director may waive notice in writing either before or after the meeting. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all Directors are present. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors, need be specified in the notice or waiver of notices of such meeting.

Section 5.8 Special Meetings. Special meetings of the Board of Directors may be held at any time on the call of the President or at the request in writing of any three (3) or more Directors. Special meetings of the Board of Directors may be held at such place as shall be specified or fixed in the call for such meeting or notice thereof. Notice of each special meeting shall be mailed by or at the direction of the Secretary to each Director addressed to the Director at the Director's residence or usual place of business at least three (3) days before the day on which the meeting is to be held.

Section 5.9 Proxy Voting. No Director may cast any vote or act in any manner at any meeting by proxy or assign the Director's right to vote in any manner.

Section 5.10 Quorum and Voting. A majority of the total number of Directors shall constitute a quorum for transacting business at any meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in these Bylaws, the Articles, or the laws of the State of Indiana. In the event of a tie vote, the President of the Board of Directors shall determine the outcome by casting another vote either for or against the item up for vote.

Section 5.11 Participation. 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 of 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 of the Board or a designee thereof shall deliver, via mail or electronically, 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. Board Members are

expected to participate in a minimum of four of the six regularly scheduled meeting. Members unable to participate in four should be removed from the Board unless the Board votes otherwise.

Section 5.12 Rules of Order. Unless the Board of Directors decides otherwise, Robert's Rule of Order Newly Revised shall govern all meetings of the Board of Directors and all meetings of committees of the Board.

Section 5.13 Informal Action by Directors. Any action which is required to be taken, or which may be taken, at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors then in office. Such consent shall have the same force and effect as a unanimous vote of all Directors.

Section 5.14 Electronic Authorization of Transactions. The Board of Directors may authorize a single transaction as an act of the Corporation without a physically convened meeting using the Internet or other appropriate electronic communication of information only if all steps of the procedure described in this Section 5.14 are followed. Under this procedure, the President of the Board of Directors shall propose a single transaction in written detail and transmit that proposed act by electronic or digital communication to all members of the Board of Directors. The electronic communication shall be in such format that assures all Directors receive written details of the transaction. The procedure for such transaction is as follows:

- a. Each Director shall have forty-eight (48) hours from the time indicated for sending the proposal for vote to confirm or deny approval for the transaction;
- b. If a majority of ALL Directors send an affirmative electronic or digital response to the proposal, the proposal becomes an official act of the corporation subject to Section 5.14(c) below;
- c. The Board of Directors, at a regular or special meeting, must ratify the transaction before the electronic authorization of any transaction becomes binding on the Corporation; and
- d. If the Board ratifies the transaction, then original physical copies of the proposed transaction and the vote upon that transaction shall be printed and placed in the records and within the minutes of meeting of directors of the Corporation.

ARTICLE VI **OFFICERS**

Section 6.1 Term. The Board of Directors shall appoint Officers of the Corporation to hold office from January through December of the succeeding year. Unless the Board of Directors determine otherwise, all Officers shall hold office for one (1) year or until their successors are elected, although Officers may serve consecutive terms.

Section 6.2 Chief Executive Officer/President The Chief Executive Officer/President shall

oversee the daily management of the Corporation.

Section 6.3 Board Officers. The Officers of the Board shall be the President, the Vice President, and the Secretary.

Section 6.4 President. The President shall:

- a. Preside at all meetings of the Board of Directors and the Executive Committee;
- b. Appoint all delegates to other boards and all committees subject to approval of the Board;
- c. Appoint all committee chairpersons;
- d. Be an ex-officio member of all committees; and
- e. Appoint a Director to chair any meeting which the President will be unable to chair.

Section 6.5 Vice President. The Vice President shall have all powers and duties of the President in the absence of the President. In any dispute of authority, the President will prevail without recourse.

Section 6.6 Secretary. The Secretary shall:

- a. Record the proceedings of the Corporation, the Board of Directors, and the Executive Committee, and have custody of all records of the Corporation except those necessary for the President to carry out the President's office;
- b. Distribute minutes of meetings of the Corporation, of the Executive Committee and of meetings of the Board of Directors;
- c. Maintain an updated copy of the Articles and the By-Laws;
- d. Send notices of regular meetings of the Board of Directors before the meetings;
- e. Perform all other duties usually pertaining to the office of the Secretary;
- f. Verify a quorum at Board and Executive Committee meetings; and
- g. Appoint a Director to chair any meeting of the Corporation, Board of Directors, or Executive Committee at which the President and Vice President are unable to preside and for which the President or Vice President have made no appointment.

Section 6.7 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation

shall not be necessary to make it effective.

Section 6.8 **Vacancy.** If any Officer of the Corporation is unable to complete the term of office, the Board shall appoint a replacement.

Section 6.9 **Removal.** A majority of the Directors may remove any Officer whenever in their judgment it will serve the Corporation's best interests.

Section 6.10 **Records.** Each Officer, upon termination of office, shall transfer official records of the office to the successor within ten (10) days.

ARTICLE VII **EXECUTIVE AND OTHER COMMITTEES**

The Board of Directors may appoint an Executive Committee and such other committees as they may deem necessary from time to time, consisting of such number of members and having such powers as the Board may designate, all as consistent with the Articles, these Bylaws, and the Indiana Nonprofit Corporation Act of 1991. Such committees shall hold office at the pleasure of the Board. The Executive Committee may act on behalf of the Board of Directors in an emergency until such emergency can be considered by a properly called special meeting of the Board.

ARTICLE VIII **MEMBERSHIP RIGHTS IN OTHER ORGANIZATIONS**

All voting and other membership rights which accrue to the Corporation by virtue of its membership in other organizations, shall be held, exercised, or in any other manner maintained in full force and effect or disposed of in part or in whole by it, on such terms and conditions, not inconsistent with the Articles or these Bylaws, as the Board of Directors shall determine.

The Board of Directors may, at its discretion, appoint one (1) of its members as its agent or proxy to vote or in any other manner exercise its voting and all other membership rights which accrue to the Corporation by virtue of its membership in other organizations.

ARTICLE IX **RIGHTS TO ASSETS ON THE DISSOLUTION OF OTHER ORGANIZATIONS**

All rights to or interests in the assets of other organizations, which accrue to the Corporation by virtue of the dissolution of such other organization or in any other manner, shall be held, exercised, obtained or in any other manner maintained in full force and effect, or disposed of in part or in whole by it, on such terms and condition, not inconsistent with the Articles or these Bylaws, as the Board of Directors shall determine.

ARTICLE X

PROPERTY AND INVESTMENTS

Section 10.1 Property. The Corporation shall hold or dispose of all property, whether real, personal, or mixed, it receives by bequest, devise, gift, grant, or otherwise, on such terms and conditions as the Board of Directors shall determine and not inconsistent with the Articles or these Bylaws.

Section 10.2 Investments. Unless otherwise specified by the terms of a particular gift, bequest or devise, grant, or other instrument, the Corporation may invest its funds, from time to time, as the Board of Directors may deem advantageous without regard to restrictions applicable to trustees or trust funds.

ARTICLE XI

MISCELLANEOUS PROVISIONS

Section 11.1 Depositories. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.

Section 11.2 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money issued in the Corporation's name shall be signed by such officer or officers or person or persons (whether or not officers of the Corporation), in such manner as the Board of Directors shall from time to time determine by resolution.

Section 11.3 Deeds, Mortgages, Bonds, Contracts, and Other Instruments. All deeds, mortgages, bonds, and other contracts or instruments of the Corporation shall be signed by the President and by the Secretary or such other officer or officers of the Corporation as the Board of Directors may designate.

Section 11.4 Bonds. The Board of Directors may require any officer, agent, or employee to furnish bond for the faithful discharge of such person's duty and for the protection of the Corporation, in such sum and with such surety or sureties as the Board of Directors may deem advisable.

Section 11.5 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July of each year and end on the next succeeding June 30.

Section 11.6 Waiver of Notice. Whenever any notice is required to be given by law, the Articles, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein, shall be deemed the equivalent to the giving of such notice.

Section 11.7 Audit. The books of the Corporation shall be audited annually within six (6) months after the end of the fiscal year by a Certified Public Accountant and presented to the

Board.

ARTICLE XII **DISSOLUTION**

On the dissolution of the Corporation, the Corporation's assets shall be equally divided and distributed to Developmental Services, Four Rivers, Bona Vista, and LIFE Designs so long as all organizations are then tax exempt pursuant to Section 501(c)(3) of the Code. If any organization is not then tax exempt, then the assets shall be distributed to the other organization(s) if they are then tax exempt. If no organization is then tax exempt, then the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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 XIII **AMENDMENTS**

The Board of Directors may amend, repeal, or replace these Bylaws at any meeting of the Board of Directors.