

**AMENDED AND RESTATED
BYLAWS
OF
CHOICES COORDINATED CARE SOLUTIONS, INC.
(Revised and Effective February 21, 2017)**

**ARTICLE I
Name, Offices, and Registered Agent**

- 1.1 Name.** The name of this organization is Choices Coordinated Care Solutions, Inc. (hereinafter referred to as Choices).
- 1.2 Offices.** The post office address and location of the principal office of Choices is 7941 Castleway Drive, Indianapolis, Indiana 46250. The Board of Directors of Choices may from time to time establish other offices of Choices or branches of Choices' business at such place or places as it deems appropriate.
- 1.3 Registered Agent and Registered Office.** The name of the registered agent of Choices is Mr. Michael Goldberg, and the street address of the registered office is 7941 Castleway Drive, Indianapolis, Indiana 46250.

**ARTICLE II
Purposes**

- 2.1 Purposes.** Subject to any restrictions contained elsewhere in this Article II, the purposes of Choices are as follows:
- (a) To facilitate the provision of community based behavioral health and child welfare services by qualified behavioral health care providers to children, adults, and families covered by public or private behavioral health benefit programs.
 - (b) To establish a network of preferred behavioral health care and child welfare service providers to provide services that respect cultural, ethnic, and racial diversity.
 - (c) To establish more uniform and consistent resource management and quality improvement programs among behavioral health care and child welfare service providers in an effort to improve the delivery of consistent services to cover persons and the general population.
 - (d) To promote and encourage an informed understanding and utilization of behavioral health and child welfare services.
 - (e) To perform and promote such behavioral health, social services, child welfare and care management services, activities and relationships within and outside the State of Indiana, on its own, through affiliates, and in conjunction with other organizations.

- (f) To transact any and all other lawful activities which may be conducted by an organization described in Title 23, Article 17 of the Indiana Code and Internal Revenue Code Section 501(c)(3).

2.2 Limitations. The purposes and powers of Choices shall be limited as follows:

- (a) No part of the net earnings of Choices shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons unless allowed under Internal Revenue Code Section 501(c)(3); provided, however, that Choices shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- (b) No substantial part of the activities of Choices shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and Choices shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office except as authorized under the Internal Revenue Code.
- (c) Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws, Choices shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3), (ii) by a corporation that is described under Internal Revenue Code Section 509(a)(2), or (iii) by a corporation, contributions to which are deductible under Code Sections 170(c)(2), 2055(a)(2), and/or 2522(a)(2).

ARTICLE III

Seal, Records, and Accounting

- 3.1 Records.** Choices shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Directors entitled to vote.
- 3.2 Accounting Year.** The accounting year of Choices begins on July 1 and ends on June 30, except that the first year of Choices begins on the date of organization.
- 3.3 Accounting Method.** The general accounting method of Choices is the accrual method of accounting, except that Choices may use one or more of the special accounting methods, whenever appropriate, for the purpose of financial reporting.
- 3.4 Seal.** Choices shall not have a corporate seal.

ARTICLE IV

Membership

- 4.1** Choices shall have no Members. The initial Members of Choices have resigned their

membership, surrendering all rights and obligations of membership, including any right to designate service on the board of directors. The initial Members of Choices consisted of:

Adult and Child Mental Health Center, Inc.
8320 Madison Avenue
Indianapolis, IN 46227

Community Hospital Indianapolis, Inc.
DBA Gallahue Mental Health Centers
6934 Hillsdale Court
Indianapolis, IN 46250

Aspire, Inc.
9615 East 148th Street
Noblesville, IN 46060

Health and Hospital Corporation
DBA Midtown Community Mental Health Center
1001 West Tenth Street
Indianapolis, IN 46202

ARTICLE V

Board of Directors

- 5.1 Duties and Qualifications.** The business and affairs of Choices shall be managed by a Board of Directors (the "Board"). The Board shall consist of not fewer than nine (9) nor more than fifteen (15) Directors, who shall be elected to the Board by a majority vote of the full Board of Directors. Directors shall be selected to represent a satisfactory balance of backgrounds, skills, and community representation, in order to fulfill Choices' mission.
- 5.2 Staggered Terms.** The Directors shall be divided into three (3) classes consisting of equal numbers or as nearly equal as mathematically possible. The terms of each class of Directors shall be staggered so that the terms of a class of up to five (5) Directors end each year. The initial term of a Director is for three (3) years, but may be for one (1) or two (2) years if necessary to keep the classes consisting of equal numbers. Subsequent terms would then be for three (3) years. The consecutive service of any person as a director shall be limited to three (3) full terms plus the portion of any unexpired or partial term to which he or she was initially elected.
- 5.3 Nominating Committee and Election.** The Board may, by resolution, establish an annual nominating committee ("Nominating Committee"). The Nominating Committee shall present a class consisting of up to five (5) incoming Directors (in addition to any replacement nominee needed to fill a vacant position under Section 5.11 below) at the annual meeting of the Board to replace the outgoing class of Directors. The Nominating Committee shall give notice of its list of incoming Directors at least ten (10) days in

advance of the annual meeting of the Board. Each new director shall be elected by a majority of directors present at the annual meeting.

- 5.4 Executive Committee.** The Board may, by resolution, establish an Executive Committee. If constituted, said Executive Committee shall include the Chair of Choices, and such other officers and Directors as may be designated by the Board. During intervals between meetings of the Board, the Executive Committee shall have and exercise, to the extent provided in the resolution establishing said committee, all of the authority of the Board in the management of Choices, but the designation of such committee and the delegation of authority to it shall not operate to relieve it or any Board member of any responsibility imposed upon it by law. Minutes of its meeting shall be kept and filed with the minutes of the proceedings of the Board. The regular meetings of the Executive Committee shall be held at regularly scheduled times, and meet at least quarterly.
- 5.5 Finance Committee.** The Board may, by resolution, establish a Finance Committee. If constituted, said Finance Committee shall include officers and Directors as may be designated by the Board. The meetings of the Finance Committee shall be held at regularly scheduled times, and meet at least quarterly.
- 5.7 Other Committees.** The Board may from time to time create and appoint standing and special committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of Choices.
- 5.8 Voluntary Withdrawal.** A Director may voluntarily withdraw from the Board by written notice of such withdrawal to the other Directors.
- 5.9 Involuntary Removal.** A Director may be removed, with or without cause, from the Board by a three-fourths (75%) majority of all the Directors comprising the Board.
- 5.10 Attendance Expectation.** A Director is expected to attend at least sixty percent (60%) of the regular and special meetings of the Board of Directors, either in person or via telecommunications connection.
- 5.11 Vacancies.** In the case of a vacancy of a Director, a replacement shall be approved by a majority of all the Directors comprising the Board. A Director chosen to fill a vacancy shall hold office until a successor Director is nominated by the Nominating Committee.
- 5.12 Annual Meetings.** Unless otherwise agreed, the Board shall hold its annual meeting for the purpose of election of officers, nomination of incoming Directors, and consideration of any other business which may be brought before the meeting. A Chair shall be elected by the Directors to preside over the meeting. If for any reason the annual meeting of the Directors is not held on a regularly scheduled date, such meeting may be held at any time thereafter, or the business to be transacted at such annual meeting may be transacted at any special meeting called for that purpose. An annual meeting may be scheduled for the same date as a regular or Executive Committee meeting.
- 5.13 Other Meetings.** Other regular meetings of the Board may be held pursuant to a resolution

of the Board to such effect, and shall be held at regularly scheduled times at least quarterly. No notice shall be necessary for any regular meeting. Special meetings of the Board may be held upon the call of the Chair of Choices, or of a majority of the Directors, and upon three (3) days' notice (including weekends and holidays) specifying the time, place and general purposes of the meeting, given to each Director either personally or by mail, telegram or facsimile. Attendance at any special meeting shall constitute waiver of notice of such meeting.

5.14 Quorum and Actions. The presence of at least a majority (50%) of the Directors shall be necessary to constitute a quorum for the transaction of any business by the Board. The affirmative concurrent vote of a majority of all the Directors comprising the Board present at a meeting at which a quorum has been established shall be necessary for the transaction of any business by the Board, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

5.15 Supermajority Vote. The Board shall not have the authority to do any of the following acts without a three fourths (75%) majority of all the Directors comprising the Board:

- (a) amend the Articles of Incorporation or these Bylaws;
- (b) hire the Chief Executive Officer of Choices;
- (c) incur any debt for borrowed money in excess of \$100,000 beyond what is provided in the operating or capital budgets;
- (d) effect any reorganization of Choices into any other legal form, or any merger, affiliation, or consolidation of Choices with or into any other entity, or sell, lease, exchange, or otherwise dispose of all or substantially all of Choices' property other than in the usual or regular course of business; and
- (e) dissolve Choices or terminate the operations of Choices.

5.16 Meetings by Means of Telecommunications. Any or all of the Directors of the Board, or of a committee designated by the Board, may participate in a meeting of the Board or such committee by means of a telephonic conference, internet-based system, or similar communications equipment by which all persons participating in the meeting can simultaneously hear each other. Participating in this manner constitutes presence in person at any such meetings.

5.17 Action by Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if a written consent to such action is signed by at least three fourths (75%) majority of all Directors and filed with the Secretary for inclusion in the minutes of proceedings of the Board. Written consent may be registered by means of an e-mail communication from the Board member to the Secretary.

ARTICLE VI

Ethical Standards and Conflict of Interest

- 6.1 Standards of Conduct of Directors.** All Directors shall abide by standards of ethical conduct while performing their duties as Directors of Choices, as more particularly prescribed by Indiana Code 23-17-13-1 *et seq.*
- 6.2 Purpose of Conflicts of Interest Policy.** The purpose of the conflicts of interest policy is to protect Choices' interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Choices or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
- 6.3 Definitions.** For purposes of this Article, the quoted words and phrases below shall have the meanings ascribed thereto, regardless of capitalization of the term:
- (a) "Interested Person" means any director, principal officer, or member of a committee with governing board-delegated powers, who has a direct or indirect Financial Interest, as defined below. If a person is an Interested Person with respect to any entity in the behavioral health system of which Choices is a part, he or she is an Interested Person with respect to all entities in that behavioral health system.
 - (b) A person has a "Financial Interest" if the person has, directly or indirectly, through business, investment, or family —
 - (1) an ownership or investment interest in any entity with which Choices has a transaction or arrangement, or
 - (2) a compensation arrangement with Choices or with any entity or individual with which Choices has a transaction or arrangement, or
 - (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Choices is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. In determining whether a conflict of interest exists, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.
 - (c) "Compensation" includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.
- 6.4 Duty to Disclose.** In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of his or her Financial Interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers considering the proposed transaction or

arrangement.

- 6.5 Determining Whether a Conflict of Interest Exists.** After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

6.6 Procedures for Addressing Conflict of Interest

- (a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the governing board or committee shall determine whether Choices can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Choices' best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

6.7 Violations of the Conflicts of Interest Policy

- (a) If the governing board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (b) If, after hearing the response of the member and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

- 6.8 Records of Proceedings.** The minutes of the governing board and all committees with board- delegated powers shall contain —

- (a) the names of the persons who disclosed or otherwise were found to have a Financial

Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed; and

- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

6.9 Compensation Committees

- (a) A voting member of the governing board who receives compensation, directly or indirectly, from Choices for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Choices for services is precluded from voting on matters pertaining to that member's compensation.
- (c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Choices, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

6.10 Annual Statements. Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person —

- (a) has received a copy of the conflicts of interest policy;
- (b) has read and understands the policy;
- (c) has agreed to comply with the policy; and
- (d) understands that Choices is charitable and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

6.11 Periodic Reviews. To ensure that Choices operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and are the result of arm's-length bargaining;

- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to Choices' written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit or in an excess benefit transaction;
- 6.12 Use of Outside Experts.** In conducting the periodic reviews provided for in this Article VI, Choices may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE VII

Officers

- 7.1 Principal Officers.** The principal officers of Choices shall consist of a Chair, Vice-Chair, Secretary, and a Treasurer. Any two (2) or more offices may be held by the same person, except that the duties of the Chair and the Secretary shall not be performed by the same person. The Board of Directors by resolution may create and define the duties of other officers, and may elect or appoint persons to fill such offices. In addition to the foregoing principal officers, the President/CEO shall also be considered as an officer of Choices.
- 7.2 Election and Term of Office.** The principal officers of Choices shall be chosen annually at the annual meeting of the Board of Directors by a vote of a majority of the directors. Each officer shall hold office for a period of two (2) years ending at the second subsequent annual meeting of the Board of Directors and until such officer's successor shall have been duly chosen and qualified, or until such officer's death, or until such officer shall resign, or until such officer shall have been removed in the manner hereinafter provided.
- 7.3 Removal.** Any principal officer may be removed, either with or without cause, at any time, by resolution adopted by the majority vote of all of the directors of the Board of Directors.
- 7.4 Resignations.** Any officer may resign at any time by giving written notice to the Board of Directors, the Chair or the Secretary. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, no formal acceptance of such resignation shall be necessary to make it effective.
- 7.5 Vacancies.** Any vacancy in any office may be filled by the Board of Directors at any regular or special meeting of the Board of Directors.
- 7.6 Chair.** The Chair shall preside at all meetings of the Board of Directors, discharge all the duties incumbent upon a presiding officer, and perform such other duties as the Bylaws provide, or the Board of Directors may prescribe.
- 7.7 Vice-Chair.** The Vice-Chair shall chair committees on special subjects as designated by the Board. In the absence of the Chair, the Vice-Chair shall preside at all the meetings of the Board of Directors and assume the Chair's duties.

- 7.8 Secretary.** Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors in the books provided for that purpose; shall duly give and serve all notices required to be given in accordance with the provisions of these Bylaws and by the Act; shall be custodian of the records of Choices and attest to all documents when required, the execution of which on behalf of Choices under the Secretary's attestation is duly authorized in accordance with the provisions of these Bylaws; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned by the Chair or the Board of Directors, to include but not limited to the signing of checks, drafts or other orders for payment of money of Choices.
- 7.9 Treasurer.** The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of Choices and shall deposit all such funds in the name of Choices in such banks or other depositories as shall be selected by the Board of Directors. The Treasurer, upon request by a director, shall exhibit the books of account and records to any of the directors of Choices during business hours at the office of Choices, where such books and records shall be kept; upon request by the Board of Directors, shall render a statement of the condition of Choices at any meeting of the Board of Directors; shall receive, and give receipt for, monies due and payable to Choices from any source whatsoever; and, in general, shall perform all duties as from time to time may be assigned by the Chair or the Board of Directors. At Choices' expense, the Treasurer shall give such bond, if any, for the faithful discharge of his or her duties as the Board of Directors may require.
- 7.10 President/CEO.** In addition to the foregoing principal officers of Choices, the Board of Directors shall also select and employ a President/CEO, who shall be its direct agent in serving as the chief executive officer of Choices. S/he shall act as the duly authorized representative of the Board of Directors in all matters in which the Board of Directors has not expressly designated some other person or committee for that specific purpose. The President/CEO shall in any event have the necessary authority and be held responsible for the planning, organizing, directing, coordinating, and controlling of Choices' operations. Said authority and responsibility shall be subject to such policies as may be adopted and such orders as may be issued by the Board of Directors. The Board of Directors may delegate to the President/CEO such responsibility and authority as the Board deems necessary and appropriate for the conduct and operation of Choices in all its day-to-day activities and functions.
- 7.11 Officer/Director Loans.** No loan of money or property or any advance on account of services to be performed in the future shall be made to any officer or director of Choices.

ARTICLE VIII

Indemnification

- 8.1 Right of Indemnification.** Choices shall indemnify every person who is or was a Director, officer, or employee of Choices, to the maximum extent and under the circumstances provided in the Articles of Incorporation and the laws of the state of Indiana.
- 8.2 Insurance for Indemnification.** Choices may purchase and maintain insurance for

protection of Choices and for protection of any Director, officer, and employee to the fullest extent such insurance may be purchased and maintained under the law. Such policy or policies of insurance may provide such coverage terms, and conditions as shall be authorized or approved from time to time by the Board of Directors.

ARTICLE IX

Miscellaneous

- 9.1 Execution of Contracts and Other Documents.** All written contracts and other documents entered into by Choices shall be executed on behalf of Choices by such officer or officers as the Board shall designate from time to time and, if required by law, attested by the Secretary or an Assistant Secretary.
- 9.2 Checks.** All checks, drafts, notes, bonds, bills of exchange, or orders for the payment of money shall unless otherwise directed by the Board of Directors or required by law, be signed by an officer of Choices or executive staff as designated by the Board of Directors' bank resolution.
- 9.3 Compensation of Employees.** In order to carry out the purposes and activities of Choices, such persons as are deemed necessary by the Board of Directors may either be employed or otherwise engaged, and each such person may be paid such compensation for services rendered in the course of such employment or engagement as may be fixed by the Board of Directors. No such person shall be precluded from taking such employment or engagement and compensation by reason of the fact that he is a Director or officer of Choices.
- 9.4 Dividends.** Choices shall not pay any dividends or make any distributions to a member of the Board of Directors. Reasonable compensation or reimbursement of reasonable expenses may be paid to a member of the Board of Directors for *bona fide* and duly authorized services rendered by such individual to or on behalf of Choices.

ARTICLE X

Amendments

This Code of Bylaws may be amended or superseded, in whole or in part, at any meeting of the Board of Directors called for that purpose, by the affirmative vote of three-fourths (75%) of all of the Directors. If the Code of Bylaws is amended or new Bylaws are adopted by written consent, the Secretary shall mail a copy of the amendment to each Director who did not execute such written consent.

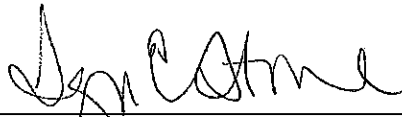
ARTICLE XI

Adoption

These Bylaws of Choices, Inc., were adopted by the Board of Directors at a meeting of the Board on the 17th day of February, 2017, to be effective as of February 17, 2017.


Chair, Board of Directors
Choices Coordinated Care Solutions, Inc.

Attest:


Secretary

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