

**BYLAWS
OF
UCONNECTCARE, INC.**

A NEW YORK NOT-FOR-PROFIT CORPORATION

**ARTICLE I
NAME AND OFFICES**

1.1 Name. The name of the corporation is UCONNECTCARE, INC. (the “Corporation”).

1.2 Offices. The principal office of the Corporation shall be located within the State of New York as the Board of Directors of the Corporation (the “Board” or the “Board of Directors”) may from time to time determine. The Corporation may also have such other offices as the Board may from time to time determine or the purposes of the Corporation may require.

**ARTICLE II
PURPOSES**

2.1 Purposes. The purposes of the Corporation shall be as set forth in its Certificate of Incorporation, as amended from time to time (the “Certificate of Incorporation”).

**ARTICLE III
MEMBERSHIP**

3.1 Membership. The members of the Corporation (each, a “Member” and collectively, the “Members”) shall consist of such persons who are accepted for membership by the Board of Directors. The Members shall be those persons, businesses, or organizations who financially contribute directly to the annual membership campaign.

3.2 Annual Membership Campaign. The Corporation shall annually conduct a membership campaign. Membership contributions may be solicited for programs of the Corporation or deposited for investment with the Genesee Council on Alcoholism and Substance Abuse Foundation, Inc.

**ARTICLE IV
MEETINGS OF MEMBERS**

4.1 Annual Meeting. The annual meeting of the Members shall be held in the spring of each year, and on such date as shall be fixed from time to time by the Board of Directors or, if not so fixed, on such date as shall coincide with the annual meeting of the Board of Directors. The annual meeting of the Members shall be held for the purpose of electing directors to the Board of Directors, and receiving and acting upon any business and/or reports as may be appropriate.

4.2 Annual Report. At the annual meeting of the Members, the Board of Directors shall present a report, verified by the President and Treasurer or by a majority of the Directors, or

certified by an independent public or certified public accountant or a firm of such accountants selected by the Board. The annual report of the Board of Directors shall be filed with the records of the Corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of the Members. The annual report shall show the following, in detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of a twelve (12) month fiscal period terminating not more than six (6) months prior to said meeting;
- (b) The principal changes in assets and liabilities, including trust funds, during said fiscal period;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period; and
- (e) The number of Members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current Members may be found.

4.3 Special Meetings. Special meetings of the Members may be called by a majority of the Board of Directors or by the President of the Corporation. Special meetings of the Members may also be convened as follows:

- (a) Members entitled to cast at least ten percent (10%) of the total number of votes entitled to be cast at such meeting may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two (2) months nor more than three (3) months from the date of such written demand.
- (b) The Secretary, upon receiving the written demand, shall promptly give notice of such meeting, or if the Secretary fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice.

4.4 Notice. Notice of each meeting of the Members shall state the place, date and hour of the meeting, the means of electronic communication, if any, by which members may participate in proceedings of the meeting, and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be given, personally, by mail, or by facsimile telecommunications or by electronic mail, to each Member entitled to vote at such meeting. If the notice is given personally, by first class mail or by facsimile telecommunications or by electronic mail, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before such date. Notice of the annual meeting of the Members shall be given personally by mail, facsimile telecommunications, or electronic mail to each Member not less than ten (10) days prior

to the date of the meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the Member at the Member's address as it appears on the record of Members, or, if the Member shall have filed with the Secretary of the Corporation a written request that notices to the Member be mailed to some other address, then directed to the Member at such other address. If sent by facsimile telecommunication or mailed electronically, such notice is given when directed to the Member's fax number or electronic mail address as it appears on the record of Members, or, to such fax number or other electronic mail address as filed with the Secretary of the Corporation. Notwithstanding the foregoing, such notice shall not be deemed to have been given electronically:

(a) If the Corporation is unable to deliver two (2) consecutive notices to the Member by facsimile telecommunication or electronic mail; or

(b) If the Corporation otherwise becomes aware that notice cannot be delivered to the Member by facsimile telecommunication or electronic mail.

The Corporation shall send notice of meetings by first class mail to any Member who requests in writing that such notices be delivered by such method.

4.5 Waiver of Notice. Notice of any meeting of the Members need not be given to any Member who submits a waiver of notice, in person or by proxy, whether before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the Member or the Member's authorized officer, director, employee, or agent by signing such waiver or causing the Member's signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by the Member.

4.6 Place of Meetings. Meetings of the Members may be held at the office of the Corporation or at such other places, within or without this State, as the Board of Directors may from time to time determine.

4.7 Electronic Meetings. A Meeting of the Members may be held partially or solely by means of electronic communication, at the sole discretion of the Board of Directors. The place of a Meeting of the Members held by means of electronic communication shall be the electronic service and/or platform by which the Meeting is held. Meetings conducted partially or solely by means of electronic communications and any Member's electronic participation in such Meetings shall be subject to those guidelines and procedures as the Board of Directors may adopt.

4.8 Proxies. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for the Member by proxy. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

4.9 Quorum of Members. Members entitled to cast the lesser of one hundred (100) votes or ten percent (10%) of the total number of votes entitled to cast thereat shall constitute a quorum at a meeting of Members for the transaction of any business, except as otherwise required by law or the Certificate of Incorporation.

4.10 Adjournment. A majority of the Members present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice other than announcement of the time and place to which the meeting is adjourned and the means of electronic communication, if any, by which Members may participate in the proceedings of the meeting at the meeting.

4.11 Action by the Members.

(a) Number of Votes. Each Member shall be entitled to one (1) vote on each matter properly submitted to the Members for action at any meeting of the Members. Businesses and organizations shall be counted as a single voting Member.

(b) Action. Except as otherwise required by law or provided in the Certificate of Incorporation or these Bylaws, whenever any corporate action is to be taken by vote of the Members, it shall be authorized by a majority of the votes cast at a meeting of Members by the Members entitled to vote thereon.

(c) Participation by Teleconference. Any one (1) or more Members who is not physically present at a meeting of the Members may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each can participate in all matters before the Members, including, without limitation, the ability to propose, object to, and vote upon specific action to be taken by the Members.

(d) Action by Members Without a Meeting. Whenever Members are required or permitted to take any action by vote, such action may be taken without a meeting upon the consent of all of the Members entitled to vote thereon, which consent shall set forth the action so taken. Such consent may be written or electronic. If written, the consent must be executed by the Member or the Member's authorized officer, director, employee or agent by signing such consent or causing the Member's signature to be affixed to such consent by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member.

4.12 Minutes. The Secretary or an authorized designee shall maintain complete and accurate minutes of each meeting of the Members and shall retain each notice sent and each resolution and written consent of the Members. Said documents shall accurately reflect all business conducted, including findings, conclusions and recommendations, and shall be maintained in the permanent records of the Corporation.

ARTICLE V
BOARD OF DIRECTORS

5.1 Management; Qualification. The Corporation shall be managed by its Board of Directors. Each director of the Corporation (each, a “Director”) shall be at least eighteen (18) years of age. The Board of Directors shall reflect the diverse interests, populations, and geographic districts of the community which the Corporation serves. Directors shall be individuals who:

- (a) Except as otherwise provided in these Bylaws, reside or are employed in communities served by the Corporation;
- (b) Demonstrate the qualities of honesty, integrity, justice, and sound moral character;
- (c) Are committed to upholding the purposes, philosophy, and general policies of the Corporation, as stated in its Certificate of Incorporation, as amended from time to time, and these Bylaws;
- (d) Have the willingness and ability to devote necessary time to the activities of the Board of Directors;
- (e) Have particular expertise or experience deemed necessary or desirable by the Board of Directors;
- (f) Are able to apply their experience and expertise to Board of Directors decisions objectively and realistically;
- (g) Have the ability to attend a minimum of sixty percent (60%) of all Board of Directors and committee meetings to which the Director is appointed during a calendar year;
- (h) Have a perspective which seeks the good in all persons, especially the poor;
- (i) Have the willingness and ability to attend a minimum of one (1) continuing education session in any one (1) calendar year; and
- (j) Recognize and protect the confidential nature of the information discussed at meetings of the Board of Directors.

5.2 Number of Directors. The Board of Directors shall consist of a minimum of ten (10) and a maximum of fifteen (15) Directors. Subject to the foregoing, the number of Directors may be fixed by action of the Members or of the Board. The number of Directors may be increased or decreased (but not below three (3)) by action of the Members or of the Board; provided, however, that:

- (a) Any action by the Board to effect such increase or decrease shall require the vote of a majority of the entire Board; and
- (b) No decrease shall shorten the term of any incumbent Director.

5.3 Election and Term of Office of Directors. Directors shall be elected at the annual meeting of the Members by a majority of the votes cast by the Members entitled to vote thereon. Each Director shall hold office for a term of three (3) years and until the Director's successor has been duly elected or appointed and qualified. No Director shall serve more than two (2) consecutive terms, but such Director may be re-elected after an absence from the Board of Directors for one (1) year.

5.4 Removal. Any Director may be removed for cause by vote of the Members, or by vote of the Directors provided there is a quorum of not less than a majority present at the meeting of Directors at which such action is taken. Any director may be removed without cause by vote of the Members. Should a Director violate any of the terms of this **Article V** during the Director's term, the Board of Directors may entertain a petition for the Director's removal from the Board of Directors. Thirty (30) days' notice of the petition will be given to the Director and the Director will be afforded an opportunity to be heard. In an executive session, the Board of Directors may vote to remove the Director from office by a majority vote of the entire Board of Directors. Any Director may be removed from the Board of Directors if the Director misses two (2) or more consecutive meetings or four (4) meetings within any twelve (12) month period without sufficient reason for such absences.

5.5 Resignation. Any Director may resign their office at any time by giving written notice to the President or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon delivery thereof to such officer of the Corporation and the acceptance of the resignation shall not be necessary to make it effective.

5.6 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of Directors elected or appointed at large, and vacancies among such Directors for any reason, may be filled by the vote of a majority of the Directors then in office, regardless of their number. A Director elected or appointed to fill a vacancy shall hold office until the next annual meeting at which the election of Directors is in the regular order of business, and until the Director's successor is elected or appointed and qualified.

5.7 Property Rights of Directors. No Director of the Corporation shall, by reason of such position, have any rights to or interest in the property or assets of the Corporation. In the event that the Corporation is liquidated or dissolved or ceases to actively carry on its business, all of the remaining property and assets of the Corporation after necessary expenses thereof shall be distributed as provided in the Certificate of Incorporation and these Bylaws.

5.8 Audit Oversight.

(a) During any such period the Corporation is required to file an independent certified public accountant's audit report with the Attorney General pursuant to subdivision 1 of Section 172-b of the Executive Law, the Board of Directors, or a designated audit committee of the Board comprised solely of Independent Directors (as hereinafter defined) ("Audit Committee"), shall oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements and shall perform such other duties as are required under applicable law (including, without limitation, Section 712-a of the New York Not-for-Profit Corporation Law, as amended (the "N-PCL")). The Audit Committee, if one is

designated, shall consist of three (3) or more Independent Directors. The Board or Audit Committee shall annually retain or renew the retention of an independent auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the independent auditor.

(b) In addition to the foregoing, if the Corporation had annual revenue in excess of one million dollars (\$1,000,000) in the prior fiscal year or reasonably expects to have annual revenue in excess of one million dollars (\$1,000,000) in the current fiscal year, the Board or the Audit Committee shall:

i. Review with the independent auditor the scope and planning of the audit prior to the audit's commencement;

ii. Upon completion of the audit, review and discuss with the independent auditor: (A) any material risks and weaknesses in internal controls identified by the auditor; (B) any restrictions on the scope of the auditor's activities or access to requested information; (C) any significant disagreements between the auditor and management; and (D) the adequacy of the Corporation's accounting and financial reporting processes;

iii. Annually consider the performance and independence of the independent auditor; and

iv. If the foregoing duties are performed by the Audit Committee, report on the Audit Committee's activities to the Board.

5.9 Powers/Authority. The Board of Directors shall have the power, among other things to:

(a) Manage the property of the Corporation;

(b) Borrow money on mortgages, bonds, notes, or other evidences of indebtedness;

(c) Take measures which the Board of Directors may deem expedient for encouragement of subscriptions, donations, grants, and bequests for the Corporation;

(d) Take charge of and watch over the general interest or concerns of the Corporation;

(e) Authorize the proper officers to enter into and fund the Corporation by such contracts as they may deem advantageous for the objectives of the Corporation;

(f) Authorize the purchase or rental of real property; and

(g) Authorize the employment of adequate personnel and to define the duties of said personnel.

ARTICLE VI
MEETINGS OF THE BOARD OF DIRECTORS

6.1 Annual Meetings. The annual meeting of the Board of Directors shall be held on such date and at such time as shall be fixed from time to time by the Board or as may be specified in a notice of meeting.

6.2 Special Meetings. Special meetings of the Board of Directors may be called at any time by or at the direction of the President or by any two (2) Directors.

6.3 Regular Meetings. The Board of Directors shall hold nine (9) regular meetings within a twelve (12) month period. Additional regular meetings of the Board of Directors may be held on request of the President of the Board of Directors or of two (2) Directors. The annual meeting of the Members shall serve as the Board of Director's regular meeting for the month in which the annual meeting of the Members occurs.

6.4 Notice. Notice of each meeting of the Board of Directors, stating the place, date and time of the meeting shall be given to each Director entitled to vote at such meeting. If delivered by first class mail, facsimile telecommunications or by electronic mail, such notice shall be given not less than three (3) days before the meeting and addressed to each Director at the Director's residence or usual place of business. If delivered personally or by telephone, such notice shall be given not less than two (2) days before the meeting to each Director. Notice of special meetings of the Board of Directors shall be delivered at least forty-eight (48) hours before the date of such special meeting. The notice need not specify the purposes for which the meeting is called, except in the case of special meetings, the notice for which shall state the business to be transacted.

6.5 Waiver of Notice. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to the Director. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the Director signing such waiver or causing the Director's signature to be affixed to such waiver by any reasonable means including, without limitation, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

6.6 Place of Meetings. Meetings of the Board of Directors may be held at the office of the Corporation or at such other places, within or without this State, as the Board may from time to time determine.

6.7 Quorum of Directors. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business, unless a greater quorum requirement is required by law or the Certificate of Incorporation.

6.8 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice other than announcement at the meeting.

6.9 Action by the Board of Directors.

(a) Action. Except as otherwise required by law or provided in the Certificate of Incorporation or these Bylaws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Directors who are present at a meeting but not present at the time of a vote due to a conflict of interest or Related Party Transaction (as hereinafter defined) shall be determined to be present at the time of the vote for purposes of this **Section 6.9(a)**.

(b) Participation by Teleconference. Any one (1) or more members of the Board of Directors who is not physically present at a meeting of the Board may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.

(c) Action by Directors Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Directors consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Director by signing such consent or causing the Director's signature to be affixed to such consent by any reasonable means including, without limitation, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents thereto by the Directors shall be filed with the minutes of the proceedings of the Board.

6.10 Minutes. The Secretary or an authorized designee shall maintain complete and accurate minutes of each meeting of the Board of Directors and shall retain each notice sent and each resolution and written consent of the Board. Said documents shall accurately reflect all business conducted, including findings, conclusions and recommendations, and shall be maintained in the permanent records of the Corporation.

ARTICLE VII COMMITTEES

7.1 Board Committees.

(a) Designation; Composition. The Board of Directors may designate from among its members an Executive Committee, a Finance and Audit Committee, a Personnel Committee, a Quality Improvement Committee, a Nominating Committee, and such other committees, each consisting of three (3) or more Directors (each, a "Board Committee"). The Board shall, by a majority vote thereof at a meeting in which a quorum is present, appoint the members of such Board Committees, except that in the case of an Executive Committee or similar committee however denominated, the appointment shall be made by a majority vote of the entire Board. The President of the Board of Directors shall be an *ex officio* voting member of all Board Committees.

(b) Authority; Service. Each Board Committee shall serve at the pleasure of the Board. Each Board Committee, to the extent provided in the resolution of the Board of Directors or in the Certificate of Incorporation, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (i) The submission to Members of any action requiring Members' approval under the N-PCL;
- (ii) The filling of vacancies in the Board or in any committee;
- (iii) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (iv) The amendment or repeal of these Bylaws or the adoption of new bylaws;
- (v) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- (vi) The election or removal of officers and Directors;
- (vii) The approval of a merger or plan of dissolution;
- (viii) The adoption of a resolution recommending to the Members action on the sale, lease, exchange or other disposition of all or substantially all the assets of the Corporation; and
- (ix) The approval of amendments to the Certificate of Incorporation.

7.2 Corporation Committees. The Board of Directors may create one (1) or more committees of the Corporation ("Corporation Committees"). Corporation Committees shall be elected or appointed by the Board. Each Corporation Committee shall have the powers and authority specifically delegated to them by the Board by resolution or otherwise. Notwithstanding the foregoing, no Corporation Committee shall have any authority to bind the Board. Activities of Corporation Committees shall be limited to the accomplishment of the tasks for which they are formed, and shall stand discharged upon the completion of such tasks. The President of the Board of Directors shall be an *ex officio* voting member of all Corporation Committees.

7.3 Removal; Vacancies. Committee members may be removed by the Board of Directors with or without cause at any time, and vacancies may be filled by the Board, at any regular or special meeting of the Board. Committee members appointed to fill vacancies shall serve until the next annual meeting of the Board and until their successors are appointed and qualified.

7.4 Alternate Members. The Board of Directors may designate one (1) or more Directors as alternate members of any committee, who may replace any absent members or members at any meeting of such committee.

7.5 Provisions Applicable to All Committees.

(a) Chairs. Except as otherwise provided in these Bylaws, the Chairpersons of all committees other than those serving *ex officio* shall be appointed by the President subject to approval by a majority vote of the Board of Directors at a meeting in which a quorum is present, except that in the case of an Executive Committee or other similar committee however denominated, the appointment shall be made by a majority of the entire Board of Directors.

(b) Meetings. Committees shall meet at the call of the committee's Chairperson or at the direction of the President of the Board of Directors. Committees shall meet with such frequency as is necessary to accomplish each committee's purpose.

(c) Reports. It shall be the duty of each committee to make such reports as from time to time may be requested by the Board of Directors or the President of the Board, or as required by these Bylaws. All committees shall make a report to the Board of Directors at its next meeting following the committee meeting. The activities of a committee shall be deemed to have been ratified by the Board of Directors after such report is presented to and accepted by the Board of Directors.

(d) Procedures. Subject to the provisions of these Bylaws and to any action of the Board, each committee shall establish its own rules and procedures.

(e) Waiver of Notice. If duly recorded in the minutes of the meeting, each committee member in attendance may waive notice of such meeting.

(f) Quorum; Action. The presence of two (2) Directors who are members of a committee shall constitute a quorum for the transaction of business or of any specified item of business, unless a greater quorum requirement is required by the Certificate of Incorporation. Except as otherwise provided in the Certificate of Incorporation, the vote of a majority of the committee members present at the time of the vote, if a quorum is present at such time, shall be the act of the committee.

(g) Minutes. All committees shall maintain minutes of the meetings, including all findings, conclusions, recommendations, and actions. Such minutes shall be submitted to the Secretary.

(h) Action By Committee Members Without a Meeting. Any action required or permitted to be taken by any committee may be taken without a meeting if all of the members of such committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the committee member by signing such consent or causing the committee member's signature to be affixed to such consent by any reasonable means including, without limitation, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the committee member. The resolution and the written consents thereto by the members of the committee shall be filed with the minutes of the proceedings of such committee.

(i) Participation by Teleconference. Any one (1) or more members of a committee who are not physically present at a meeting of such committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each committee member can participate in all matters before such committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the committee.

7.6 Nominating Committee. The Nominating Committee shall be a Committee of the Board of Directors. At least thirty (30) days before the date fixed for the annual meeting of the Members, the President of the Board of Directors shall appoint a Nominating Committee of at least three (3) Directors to nominate individuals to be considered for the Board of Directors. The nomination of, and voting for, other persons not presented for directorship by the Nominating Committee shall be permitted.

7.7 Executive Committee. The Executive Committee shall be a Committee of the Board of Directors. The Executive Committee shall consist of the Board President, Vice-President, Secretary, Treasurer, and one (1) other Director who may be the past President or any other member at large. The Executive Committee shall have and may exercise the power of the Board of Directors when the Board is not in session, and shall report their actions at the next meeting of the Board of Directors. The Executive Committee shall also be responsible for bringing policy, procedure, and program recommendations before the Board of Directors for its consideration and vote. The Executive Committee is subject to the orders of the Board of Directors and the Members, and none of the Executive Committee's acts shall conflict with the action taken by the Board of Directors or the Members. The Executive Committee shall also be responsible for evaluating the performance of the Executive Director of the Corporation on an annual basis. Meetings of the Executive Committee shall be held at such time and place as it considers necessary, or by direction of the Board of Directors.

7.8 Finance and Audit Committee. The Finance and Audit Committee shall be a committee of the Board of Directors. The Finance and Audit Committee shall be responsible for the execution of financial policies adopted by the Board of Directors and shall perform such duties as are necessary for formulating, securing, approving, and recommending budget proposals and revisions, compliance with the Corporation's Conflict of Interest and Whistleblower policies, and executive compensation oversight. The Finance and Audit Committee shall consist of the Secretary, Treasurer, and at least two (2) other Directors, all of which shall be Independent Directors, as defined herein. The Finance and Audit Committee shall also make a monthly analysis of the financial activity of the Corporation, a long-range financial forecast, and an annual review of the insurance program of the Corporation. The Committee shall cause to be prepared, and shall submit to the Board of Directors at the last meeting before the end of the fiscal year, an operation budget showing the expected receipts, income and expenses for the ensuing year. The Committee shall also present an annual capital budget which includes an estimate of capital expenditures considering current replacement and improvement needs to the Board of Directors for approval.

7.9 Personnel Committee. The Personnel Committee shall be a committee of the Board of Directors. The Personnel Committee shall review all matters relating to personnel practices and

procedures of the Corporation and will present findings and recommendations to the Board of Directors. The Personnel Committee shall also monitor a continuous education program for the improvement of the skills of all personnel of the Corporation.

7.10 Quality Improvement Committee. The Quality Improvement Committee shall be a committee of the Board of Directors. The Quality Improvement Committee shall develop and implement a coordinated plan and program to review, evaluate, and maintain the quality of care rendered in the facilities of the Corporation. The Committee shall receive, review, and act upon recommendations from the quality improvement activities of the Corporation; establish priorities, as needed, for the study of quality improvement-related problems and their resolutions; consider committee or other relevant reports on the work of persons who provide client services in order to make recommendations to the Board of Directors with respect to quality, service, and actions considered to be in the best interest of the Corporation and the individuals it serves; review and recommend approval of assignments and policies consistent with the needs of the Corporation; conduct an evaluation of the Corporation's quality improvement program and recommend changes as necessary; and submit a quality improvement plan annually to the Board of Directors for approval. The Committee shall meet at least quarterly, shall keep minutes of its meetings, and shall quarterly report its activities, findings, and recommendations to the Board of Directors.

ARTICLE VIII OFFICERS

8.1 Offices. The Board of Directors may elect or appoint a Chair or President, or both, one (1) or more Vice Presidents, a Secretary, a Treasurer, and such other officers as it may determine. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. No employee of the Corporation shall serve as President of the Board or hold any other title with similar responsibilities unless the Board approves such employee serving as President of the Board by a two-thirds (2/3) vote of the entire Board and contemporaneously documents in writing the basis for the Board approval.

8.2 Term of Office and Qualification of Officers. Those officers whose titles are specifically listed in **Section 8.1** shall be elected by the Board of Directors at its annual meeting. Except when such an officer dies, is removed, resigns, becomes disabled, or when a new position is created, newly elected officers shall succeed the incumbent officers whose terms of office expire that year and hold office for a period of one (1) year and until their successors shall have been duly elected and qualified. There shall be no limit on the number of consecutive terms such officers may serve.

8.3 Additional Officers. Additional officers may be elected for such periods, have such authority and perform such duties, either in an administrative or other capacity, as the Board of Directors may from time to time determine.

8.4 Removal of Officers. Any officer may be removed by the Board of Directors, with or without cause, at any time.

8.5 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall be effective upon

delivery to such officer or on such other date specified in the notice, and acceptance of the resignation shall not be necessary to make it effective.

8.6 Vacancies. A vacancy in an office prior to the scheduled expiration of its term may be filled at any regular or special meeting of the Board of Directors. An individual elected to fill a vacancy occurring in any such office for any reason shall serve the remainder of the term and until the individual's successor shall have been duly elected and qualified.

8.7 The President. If there be a President of the Board of Directors, the President shall preside at all meetings of the Board and shall have such other powers and duties as may from time to time be assigned by the Board. The President shall appoint the chairpersons and members of all committees, and such appointments shall be subject to a vote of approval by the Board of Directors.

8.8 The Vice President. The Vice President shall, in the absence or at the request of the President, perform the duties and exercise the powers of the President. The Vice President shall also have such powers and perform such duties as usually pertain to the office or as are properly required by the Board of Directors.

8.9 The Secretary. The Secretary shall issue notices of all meetings of the Board of Directors and the Members where notices of such meetings are required by law or these Bylaws. The Secretary shall attend all meetings of the Board and keep, or cause to be kept, minutes thereof. The Secretary shall affix the corporate seal to and sign such instruments as require the seal or the Secretary's signature and shall perform such other duties as usually pertain to the office or are properly required by the Board. The Secretary shall keep the roll of the Members and of the Board, shall prepare agendas for all meetings of the Members and the Board, attend to all correspondence of the Board, and maintain custody of all records and reports of the Board and Members.

8.10 The Treasurer. The Treasurer shall have the care and custody of all the moneys and securities of the Corporation. The Treasurer shall cause to be entered in the books of the Corporation to be kept for that purpose full and accurate accounts of all moneys received and paid on account of the Corporation. The Treasurer shall make and sign such reports, statements and instruments as may be required of the Treasurer by the Board of Directors or by the laws of the United States or of any state or country, and shall perform such other duties as usually pertain to the office or are properly required by the Board. The Treasurer shall maintain custody of all funds belonging to the Corporation and shall manage and control the same under the supervision of the Board, maintain the Corporation's accounting system in such a manner as to give a true and accurate accounting of the financial transactions and condition of the Corporation, see that all officers and employees who handle or have access to the funds or accounting records of the Corporation are insured in such sum and in such form as the Board may require at the expense of the Corporation, and render to the President and the Board at its regular meetings or whenever required, or to the Members upon request, reports of the financial transactions and condition of the Corporation.

8.11 The Executive Director. The Executive Director shall be the chief executive officer of the Corporation and shall have the general powers and duties of supervision and management of the Corporation and shall perform all such other duties as usually pertain to the office or are

properly required by the Board of Directors. The Board of Directors shall select and appoint a qualified Executive Director of the Corporation for such period of time and upon such terms and conditions as the Board of Directors may determine. The Executive Director shall be given the necessary authority and responsibility to operate the Corporation and all of its activities, subject to such policies as may be adopted and such orders as may be issued by the Board of Directors or by any of its committees to which it has delegated power for such action. The Executive Director shall act as the duly authorized representative of the Board of Directors in all matters in which the Board has not formally designated some other person to so act.

ARTICLE IX RELATED PARTY TRANSACTIONS

9.1 Related Party Transactions Qualified. The Corporation shall not enter into any Related Party Transaction (as hereinafter defined) unless the transaction is determined by the Board of Directors, or an authorized Board Committee, to be fair, reasonable and in the Corporation's best interest at the time of such determination. Any Director, officer or Key Person who has an interest in a Related Party Transaction shall disclose in good faith to the Board, or an authorized Board Committee, the material facts concerning such interest. Any transaction in violation of this Article shall be voidable by the Board.

9.2 Related Party Transaction Deliberations. With respect to any Related Party Transaction involving the Corporation and in which a Related Party (as hereinafter defined) has a substantial financial interest, the Board of Directors, or an authorized Board Committee, shall:

- (a) Prior to entering into the transaction, consider alternative transactions to the extent available;
- (b) Approve the transaction by not less than a majority vote of the Directors or committee members present at the meeting; and
- (c) Contemporaneously document in writing the basis for the Board's or authorized committee's approval, including its consideration of any alternative transactions.

9.3 Fixing of Salaries. The Board of Directors shall have authority to fix the compensation (if any) of Directors for services in any capacity. The fixing of salaries (if any) of officers shall require the affirmative vote of a majority of the entire Board.

9.4 Related Party Participation Prohibited. No Related Party may participate in deliberations or voting relating to matters set forth in this Article IX; provided that nothing in this Article IX shall prohibit the Board of Directors or authorized committee from requesting that a Related Party present information as background or answer questions concerning a Related Party Transaction at a Board or committee meeting prior to the commencement of deliberations or voting relating thereto.

ARTICLE X
CONFLICT OF INTEREST

10.1 Conflict of Interest Policy. The Board of Directors shall adopt and oversee the implementation of, and compliance with, a conflict of interest policy (“Conflict of Interest Policy”) to ensure that its Directors, officers and Key Persons act in the Corporation’s best interest and comply with applicable legal requirements, including, without limitation, the requirements set forth in Article IX of these Bylaws.

10.2 Policy Contents. The Conflict of Interest Policy shall include, at a minimum, the following provisions:

- (a) A definition of the circumstances that constitute a conflict of interest;
- (b) Procedures for disclosing a conflict of interest or possible conflict of interest to the Board of Directors or to an authorized Board Committee, and procedures for the Board or authorized Board Committee to determine whether a conflict exists;
- (c) A requirement that the person with the conflict of interest not be present at or participate in a Board or authorized Board Committee deliberation or vote on the matter giving rise to such conflict; provided that nothing in this **Section 10.2(c)** shall prohibit the Board or authorized Board Committee from requesting that the person with the conflict of interest present information as background or answer questions at a Board or committee meeting prior to the commencement of deliberations or voting relating thereto;
- (d) A prohibition against any attempt by the person with the conflict to influence improperly the deliberation or voting on the matter giving rise to such conflict;
- (e) A requirement that the existence and resolution of the conflict be documented in the Corporation’s records, including in the minutes of any meeting at which the conflict was discussed or voted upon; and
- (f) Procedures for disclosing, addressing and documenting Related Party Transactions in accordance with applicable law.

10.3 Conflict Disclosure. The Conflict of Interest Policy shall require that prior to the initial election of any Director, and annually thereafter, such Director shall complete, sign and submit to the Secretary of the Corporation or a designated compliance officer a written statement identifying, to the best of the Director’s knowledge, any entity of which such Director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner) or employee and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the Director might have a conflicting interest. The Conflict of Interest Policy shall require that each Director annually resubmit such written statement. The Secretary of the Corporation or the designated compliance officer shall provide a copy of all completed statements to the chair of the Audit Committee or, if there is no Audit Committee, to the President of the Board of Directors.

ARTICLE XI WHISTLEBLOWER POLICY

11.1 Whistleblower Policy. At any time the Corporation has twenty (20) or more employees and, in the prior fiscal year, had annual revenue in excess of one million dollars (\$1,000,000.00), the Board of Directors shall adopt, and oversee the implementation of, and compliance with, a whistleblower policy (“Whistleblower Policy”) to protect from retaliation persons who report suspected improper conduct. No Director, officer, employee or volunteer of the Corporation who in good faith reports any action or suspected action taken by or within the Corporation that is illegal, fraudulent or in violation of any adopted policy of the Corporation shall suffer intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequence.

11.2 Policy Contents. The Whistleblower Policy shall include, at a minimum, the following provisions:

(a) Procedures for the reporting of violations or suspected violations of laws or corporate policies, including procedures for preserving the confidentiality of reported information;

(b) A requirement that an employee, officer or Director of the Corporation be designated to administer the Whistleblower Policy and to report to the Audit Committee or other committee of Independent Directors or, if there are no such committees, to the Board of Directors, except that Directors who are employees may not participate in any Board or committee deliberations or voting relating to administration of the Whistleblower Policy;

(c) A requirement that the person who is the subject of a whistleblower complaint not be present at or participate in Board or committee deliberations or vote on the matter relating to such complaint, provided that nothing in this subsection (c) shall prohibit the Board or committee from requesting that the person who is subject to the complaint present information as background or answer questions at a committee or board meeting prior to the commencement of deliberations or voting relating thereto; and

(d) A requirement that a copy of the policy be distributed to all Directors, officers, employees and to volunteers who provide substantial services to the Corporation. For purposes of subsection (d), posting the Whistleblower Policy on the Corporation’s website or at the Corporation’s offices in a conspicuous location accessible to employees and volunteers are among the methods the Corporation may use to satisfy the distribution requirement.

ARTICLE XII INDEMNIFICATION AND INSURANCE

12.1 Indemnification.

(a) To the fullest extent permitted by the N-PCL, as such law now exists or may hereafter be amended, the Corporation shall indemnify and hold harmless, and advance expenses to, any person, made, or threatened to be made, a party to an action or proceeding (other than one by or in the right of the Corporation to procure a judgment in its favor, which shall be governed by **Section 12.1(b)** below), whether civil or criminal, including an action by or in the right of any

other corporation of any kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any Director or officer of the Corporation served in any capacity at the request of the Corporation, by reason of the fact that the Director or officer, their testator or intestate, was a Director or officer of the Corporation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such Director or officer acted, in good faith, for a purpose which the Director or officer reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

(b) To the fullest extent permitted by the N-PCL, as such law now exists or may hereafter be amended, the Corporation shall indemnify and hold harmless, and advance expenses to, any person made, or threatened to be made, a party to an action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person, their testator or intestate, is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of any other corporation of any kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by the person in connection with the defense or settlement of such action, or in connection with an appeal therein, if such Director or officer acted, in good faith, for a purpose which the Director or officer reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation, except that no indemnification under this **Section 12.1(b)** shall be made in respect of:

(i) A threatened action, or a pending action which is settled or otherwise disposed of; or

(ii) Any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

12.2 Board Approval. Notwithstanding **Section 12.1** above, except for claims for indemnification (following the final disposition of an action or proceeding) not paid in full, the Corporation shall not be required to indemnify any person in connection with any action or proceeding (or part thereof) commenced by such person unless the commencement of such action or proceeding (or part thereof) by such person was authorized in the specific case by the Board of Directors.

12.3 Insurance. The Corporation may purchase directors' and officers' liability insurance if authorized and approved by the Board of Directors.

**ARTICLE XIII
FISCAL YEAR**

13.1 Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

**ARTICLE XIV
SEAL**

14.1 Seal. The seal of the Corporation shall be in such form as the Board of Directors shall by resolution determine.

**ARTICLE XV
GENERAL**

- 15.1 Books and Records. The Corporation shall keep, at the office of the Corporation:
- (a) Correct and complete books and records of account;
 - (b) Minutes of the proceedings of the Members;
 - (c) Minutes of the proceedings of the Board of Directors and executive committee (if any);
 - (d) A list or record containing the names and addresses of all Members and the date each became a Member (and, if applicable, the class or classes of membership or capital certificates and the number of capital certificates held by each and the dates when they respectively became the holders of record thereof); and
 - (e) A copy of these Bylaws.

Any of the foregoing books, minutes and records may be in written form or in any other form capable of being converted into written form within a reasonable time.

15.2 Loans to Directors and Officers. No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its Directors or officers, or to any other corporation, firm, association or other entity in which one or more of its Directors or officers are directors or officers or hold a substantial financial interest, except as allowed by law.

15.3 Relation to Certificate of Incorporation. These Bylaws are subject to, and governed by, the Certificate of Incorporation.

**ARTICLE XVI
CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

16.1 Contracts. Except as otherwise provided in these Bylaws, the Board of Directors

may authorize any officer(s) or agent(s) to enter into any contract or execute and delegate over any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

16.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

16.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

16.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time for the credit of the Corporation in such banks, trust companies, or other depositories (including the Corporation Foundation) as the Board of Directors may select.

ARTICLE XVII AMENDMENTS

17.1 Amendments. These Bylaws may be amended or repealed, and new bylaws may be adopted, by an affirmative vote of:

(a) Two-thirds (2/3) of the Members at the time entitled to vote in the election of Directors; or

(b) Two-thirds (2/3) of the entire Board of Directors.

Any bylaw adopted by the Board may be amended or repealed by the Members and any bylaw adopted by the Members may be amended or repealed by the Board. If any bylaw regulating an impending election of Directors is adopted, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting of the Members for the election of Directors the Bylaws so adopted, amended, or repealed, together with a concise statement of the changes made.

ARTICLE XVIII DISSOLUTION; DISTRIBUTION OF ASSETS

18.1 Dissolution; Distribution of Assets. In the event that the Corporation should dissolve, the assets of the Corporation may be given to a charitable organization, or dedicated to furthering causes compatible with the goals of the Corporation, subject to the authority of the Board of Directors and with approval of the New York State Office of Addiction Services and Supports and the New York State Attorney General.

ARTICLE XIX DEFINITIONS

19.1 Definitions. As used herein the following terms shall have the meanings set forth below:

(a) “Independent Director” means a Director who: (i) is not, and has not been within the last three (3) years, an employee or a Key Person (as hereinafter defined) of the Corporation or an affiliate of the Corporation, and does not have a relative who is, or has been within the last three (3) years, a Key Person of the Corporation or an affiliate of the Corporation; (ii) has not received, and does not have a relative who has received, in any of the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation or an affiliate of the Corporation; (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, the Corporation or an affiliate of the Corporation if the amount paid by the Corporation to the entity or received by the Corporation from the entity for such property or services, in any of the last three (3) fiscal years, exceeded the lesser of (A) ten thousand dollars (\$10,000) or two percent (2%) of such entity’s consolidated gross revenues if the entity’s consolidated gross revenue was less than five hundred thousand dollars (\$500,000), (B) twenty-five thousand dollars (\$25,000) if the entity’s consolidated gross revenue was five hundred thousand dollars (\$500,000) or more but less than ten million dollars (\$10,000,000) or (C) one hundred thousand dollars (\$100,000) if the entity’s consolidated gross revenue was ten million dollars (\$10,000,000) or more; or (iv) is not and does not have a relative who is a current owner, whether wholly or partially, director, officer or employee of the Corporation’s outside auditor or who has worked on the Corporation’s audit at any time during the past three (3) years.

For purposes of this definition, the term “compensation” does not include reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director as permitted by law and the term “payment” does not include charitable contributions, dues or fees paid to the Corporation for services which the Corporation performs as part of its nonprofit purposes, or payments made by the Corporation at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the Corporation are available to individual members of the public on the same terms, and such services received by the Corporation are not available from another source.

(b) “Key Person” means any person, other than a Director or officer, whether or not an employee of the Corporation, who: (i) has responsibilities, or exercises powers or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of Directors and officers; (ii) manages the Corporation or a segment of the Corporation that represents a substantial portion of the activities, assets, income or expenses of the Corporation; or (iii) alone or with others controls or determines a substantial portion of the Corporation’s capital expenditures or operating budget.

(c) “Related Party” means: (i) any Director, officer or Key Person of the Corporation or any affiliate of the Corporation; (ii) any relative of any individual described in clause (i) of this definition; or (iii) any entity in which any individual described in clauses (i) and (ii) of this definition has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).

(d) “Related Party Transaction” means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the Corporation or any

affiliate of the Corporation is a participant, except that a transaction shall not be a Related Party Transaction if: (i) the transaction or the Related Party's financial interest in the transaction is de minimis; (ii) the transaction would not customarily be reviewed by the board or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms; or (iii) the transaction constitutes a benefit provided to a Related Party solely as a member of a class of the beneficiaries that the Corporation intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms.