

Board Development
Bylaws of
A Better Life - Brianna's Hope

ARTICLE I

General

Section 1. Name. The name of the organization is A BETTER LIFE - BRIANNA'S HOPE

Section 2. Address. 122 West Main Street, Redkey, Indiana, 47373

Section 3. Fiscal Year. The fiscal year of the organization shall begin on the first day of January and end on the last day of December.

ARTICLE II

Section 1. Members. Membership in the organization shall be open to any individuals whose interests & values are consistent with the mission of A BETTER LIFE - BRIANNA'S HOPE and are focused on seeking help, hope, and support while battling addiction.

Section 2. Annual Meeting. There shall be a annual meeting of the members of the Corporation. Unless otherwise determined by the Board of Directors, the annual meeting of the members shall be held at such place and time as the Board of Directors, or Team Hope shall specify. At the annual meeting, the members shall report on the activities needs from the Corporation. Cancellation of a annual meeting is not permitted without just cause of an emergent situation in the chapter. Notice of such special meeting and the purposes of such special meeting shall be given in accordance with the requirements of Section 4 of this Article II.

Section 3. Special Meetings. Special meetings of the members of the Corporation may be called at any time by the President of the Board, by a majority of the Board of Directors, or by written petition describing the purpose of the special meeting that is dated and signed by the holders of at least fifty percent (50%) plus one of the votes entitled to be cast on an issue proposed to be considered at the proposed special meeting. A special meeting shall be held at a time and place specified by the caller of the special meeting. Notice of such special meeting and the purposes of such special meeting shall be given in accordance with the requirements of Section 4 of this Article II.

Section 4. Notice of Meetings. The Team Hope shall give notice of meetings in a fair and reasonable manner. Notice is fair and reasonable if the following occur:

- (a) The Board notifies the organization's members of the place, date, and time of each annual, and special meeting of members within seven (7) days.
- (b) Notice of a annual or a special meeting includes a description of any matter or matters to be considered at the meeting that must be approved by members.

Except as provided by statute, if a annual or a special meeting of members is adjourned to a different date, time, or place, notice is not required to be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment.

Section 5. Waiver of Notice. Notice may be waived in writing, signed by the member entitled to notice, and filed with the minutes or the organization's records. Attendance at or participation

in any meeting (a) waives objection to lack of notice unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and (b) waives objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the member objects to considering the matter when the matter is presented.

Section 6. Quorum. At all meetings of the members, fifty percent (50%) plus one of the votes, entitled to be cast, shall constitute a quorum. Any meeting of the members, including annual and special meetings or any adjournments thereof, may be adjourned to a later date although less than a quorum is present. Unless at least one-third (1/3) of the membership is present, in person, the only matters that may be voted upon at an annual or a special meeting of the members are those matters that are described in the meeting notice.

Section 7. Vote of Members. Each member shall be entitled to one (1) vote on each question that comes before a meeting of the members. Each question shall be determined by majority vote of the members in person at which a quorum exists.

Section 8. Action by Written Consent. Any action required or permitted to be taken at any meeting of the voting membership may be taken without a meeting of the members if the action is approved by members holding at least eighty percent (80%) of the votes entitled to be cast on the action. The action must be evidenced by at least one (1) written consent describing the action taken that meets the following conditions:

- (a) is signed by the members representing at least eighty percent (80%) of the votes entitled to be cast on the action; and
- (b) is filed with the organization's minutes. Requests for written consents must be delivered to all members.

Section 9. Means of Communication. The organization and the Board of Directors may permit or conduct a special meeting through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by such means shall be considered present in person at the meeting.

ARTICLE III

Member Dues

Section 1. Annual Dues. The organization will have no Board Member or member dues.

Section 2. Special Assessments. Nothing contained in this Article shall be construed to prevent or exclude the levying of an assessment for special purposes upon the members of the Corporation provided; however, any such special assessment shall require the consent of fifty percent (50%) plus one of the members of the Corporation.

ARTICLE IV

Board of Directors

Section 1. Directors. The affairs of the organization shall be managed, controlled and conducted by, and under the supervision of the Board of Directors, subject to the provisions of the organizations Amended and Restated Articles of Incorporation and these Amended and

Restated Bylaws. The minimum number of Directors is 1 per chapter and the maximum is 2 directors per chapter. Votes should be anonymous, in the event of a tie the President shall be the deciding factor. The Board of Directors shall be responsible for all communications to the public with respect to the policies and activities of the Corporation.

Section 2. Board Commitment. All Directors will sign a Commitment to Board Responsibility and their chapter.

Section 3. Election and Terms of Directors. At the annual meeting of the members or at a special meeting called for such purpose, the members of the organization shall elect, from a list of nominees submitted to the members by the Team Hope, a new director to replace a director or to fill an open position resulting from an increase in the membership of the Board of Directors. Each such new director, outside of Board President, shall serve for a committed time that adequately fits the individual and until his or her successor is elected and qualified. There will be no term limit on the allotted time served by the Board of Directors.

Section 4. Quorum and Voting. Fifty percent (50%) plus one of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5. Annual Meeting. There shall be a meeting of the Board of Directors, hereinafter referred to as the annual meeting, for the purpose of electing officers of the organization and addressing such other matters as may be raised.

Section 6. Regular Meetings. The Board of Directors shall hold regular meetings every four to six months for the purpose of transacting such business as properly may come before the Corporation's Board of Directors. Such regular meetings of the Board of Directors shall be held on such dates and at such time(s) and place(s) as the Board of Directors may determine which shall be considered notice and such regular meetings may be held without further notice of the date, time, place or purpose thereof.

Section 7. Special Meetings. Notwithstanding the preceding Section 5 of this Article IV the Board of Directors may hold special meetings for any lawful purpose upon proper notice, as described in Section 8 of this Article IV upon call by the President of the organization, a majority of the Board of Directors, or the Team Hope. A special meeting shall be held at such date, time and place within or without the State of Indiana as is specified in the call of the meeting. Purpose of all special meetings must be given previously before meeting is conducted.

Section 8. Notice of Special Meetings and Waiver. Email notice of the date, time, and place of each special meeting of the Board of Directors shall be communicated, delivered, or mailed by the Secretary of the board, or by the person or persons calling the meeting, to each member of the Board of Directors so that such notice is effective at least seven (7) days before the date of the meeting. The notice needs to describe the purpose of the special meeting. Email notice must be sent seven (7) days before special meetings.

Section 9. Means of Communication. The organization and the Board of Directors may (a) permit a director to participate in an annual, regular or special meeting by or (b) conduct an annual, regular or special meeting through the use of any means of communication by which all

directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by such means shall be considered present in person at the meeting.

Section 10. Vacancies. When a vacancy occurs on the Board of Directors for any reason or an increase in the number of directors, the remaining directors shall, by majority vote, elect a director to serve until the next annual meeting of the members of the organization. Any director elected to fill such vacancy until his/her successor is elected and qualified. When a vacancy occurs by reason of an increase in the number of directors, the vacancy shall be filled by a majority vote of the members of the organization.

Section 11. Absences and Removal of Directors. A Director's absence from 25% of meetings without a legitimate excuse shall be cause for removal. A letter shall be sent to such absent director advising the individual of his or her removal. The individual may be reinstated upon written appeal to the Board of Directors and approval for such reinstatement by a majority of the Board of Directors.

Section 12. Leave of Absence. A member may petition the Board for a leave of absence of up to Six (6) months. For a leave to be granted, such leave must be approved by a majority vote of the Directors

ARTICLE V

Officers

Section 1. In General. The officers of this organization shall consist of a President, a Vice President, a Secretary and Treasurer, and such other officers as the Board of Directors may otherwise elect per chapter. No person may simultaneously hold more than one (1) office. Each officer shall be elected by the Board of Directors at the Annual Meeting and shall serve until the officer's successor is elected and qualified. All officers shall be members of the Organization; and shall also be members of the Board of Directors. Any officer may be removed by a majority vote of the Board of Directors at any time with cause. Any vacancy occurring in any office shall be filled by the Board of Directors.

Section 2. President. The President shall preside at all meetings of the Board of Directors of the organization and shall be responsible for implementation of policies established by the Board of Directors. The president shall serve as an ex officio member of all committees. The President shall serve as the executive director of the organization. The President shall perform such other duties as the Board of Directors may prescribe.

Section 3. Vice President. There shall be one (1) Vice President of the organization. The Vice President, in the event of the President's inability to serve, shall act in the place of the President and be empowered to perform all acts which the President is authorized to perform. The Vice President shall perform such other duties as the Board of Directors or President may prescribe.

Section 4. Secretary. The Secretary shall be the custodian of all papers, books, and records of the organization, including the organization's books of account and financial records. The secretary shall (i) prepare and enter in the minutes and record the minutes of all meetings of the Board of Directors, (ii) prepare and distribute all notices of meetings and (iii) shall authenticate records of the organization as necessary.

Section 5. Treasurer. The Treasurer must (i) prepare and maintain correct and complete records of accounts showing accurately the financial condition of the organization; and (ii) furnish, whenever requested by the Board of Directors or the President, a statement of the financial condition of the organization. All notes, securities, and other assets coming into the possession of the organization shall be received, accounted for and placed in safekeeping as the Treasurer may from time to time prescribe. The Treasurer shall perform the duties usual to such position and such other duties as the Board of Directors or the President shall prescribe.

Section 6. Other Officers. Each other officer of the organization shall perform such duties as the Board of Directors or President may prescribe.

ARTICLE VI

Committees

Section 1. Advisory Board Committee. The Advisory Board Committee shall be composed of select individuals in the community. The Advisory Board Committee shall have community involvement in which the committee is able to provide sufficient feedback to the Board of Directors based on the need of the community. The Advisory Board Committee shall be (a) selected by the Board of Directors subject to the authority; (b) be supervised by the Board of Directors; and (c) report to the Board of Directors per quarterly meeting minimum.

Section 2. Board Development Committee. A Board Development Committee of not less than three (3) members shall be appointed by the Board of Directors. The Board Development Committee shall evaluate the leadership strengths and forecast the leadership needs for the Corporation and develop rosters of candidates for director and officer positions. The Board Development Committee shall establish procedures, subject to the approval of the Board of Directors, for the identification and evaluation of nominees for director and officer positions and shall present a slate of nominees for such positions at the times required by such procedures. Board Development Committee shall be subject to the authority and supervision of the Board of Directors.

Section 3. Fundraising Committee. A Fundraising Committee shall be appointed by Team Hope. The Fundraising Committee shall be composed of at least (1) individual from each chapter. Each chapter shall maintain the responsibility of raising funds per need and shall report to the Board of Directors per quarterly minimum.

Section 4. Other Committees. The President or the Board of Directors may establish other committees, in addition to the Advisory Board Committee, the Board Development Committee, and the Fundraising Committee, to accomplish the goals and perform the programs of the Corporation, such as Finance and Fund Development. Such committees shall have such responsibilities and powers as the President or the Board of Directors shall specify and shall be subject to the authority and supervision of the Board of Directors. Members of such other committees may, but need not be members of the Board of Directors. A committee member appointed by the Board of Directors may be removed by a majority vote of the Board of Directors with or without cause. Committees shall be between 3 and 7 members of the organization.

ARTICLE VII

Indemnification

Section 1. Indemnification by the Organization. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit or proceeding (a) if such person is wholly successful, with respect thereof of, (b) if not wholly successful then if such person is determined as provided in Section 3 of this Article VII to have acted in good faith, in what he or she reasonably believed to be the best interests of the Organization (or, in any case not involving the person's official capacity with the Organization, in what he or she reasonably believed to be not opposed to the best interests of the Organization) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful.) The termination of any claim, action, suit, or proceeding, by judgment, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article VII.

Section 2. Definitions. (a) As used in this Article VII, the terms "claim, action, suit or proceeding" shall include any threatened, pending or completed claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Organization, any other organization or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or her or his heirs or personal representatives) may become involved, as a party or otherwise: (i) By reason of his/her being or having been a director, officer, employee, or agent of the Organization or of any corporation where she served as such at the request of the Organization, or (ii) By reason of her acting or having acted in any capacity in an organization, partnership, joint venture, association, trust or other organization or entity where she served as such at the request of the Organization, or (iii) By reason of any action taken or not taken by her in any such capacity, whether or not she continues in such capacity shall have been incurred.

(b) As used in this Article VII, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

(c) As used in this Article VII, the term "wholly successful" shall mean (i) termination of any action, suit or proceeding against the person in question without any findings of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding, or (iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit or proceeding) shall be entitled to indemnification (a) if special independent legal counsel, which may be regular counsel of the Organization or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the referee), shall deliver to the Organization a written finding that such person has met the standards of conduct set forth in the presiding Section 1 of this Article VII (b) if the Board of Directors, action upon such written

finding, so determines. The persons claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's findings which are within the possession or control of the corporation.

Section 4. Relationship to other Rights. The right of indemnification provided in this Article VII shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article VII, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees, agents or other persons to the fullest extent permitted by applicable law, or, if not permitted then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement or Expenses. Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Organization (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The Board President as voted upon by Board of Directors is authorized and empowered to purchase insurance covering the Organization's liabilities and obligations under this Article VII and insurance protecting the Organization's directors, officers, employees, agents or other persons.

ARTICLE VIII

Contracts, Checks, Expenditures, Deposits and Gifts

Section 1. Contracts. The Board of Directors may authorize one (1) or more officers or agents of the organization to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power to bind the organization or to render it liable for any purpose or amount.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the organization shall be signed by The Board of Directors or such person designated.

Section 3. Expenditures. Unless authorized by the Board of Directors, no expenses shall be designated on behalf of the organization and no evidence of indebtedness shall be issued in its name.

Section 4. Deposits. All funds of the organization shall be deposited to its credit in such bank, banks, or other depositories as the Board of Directors may specify.

Section 5. Gifts. The Board of Directors may accept on behalf of the organization any gift, bequest, devise or other contribution for the purposes of the organization, if not acquired for personal usage.

ARTICLE IX

Amendments

The power to make, alter, amend, or repeal these Amended and Restated Bylaws is vested in the Board Development Committee of the organization. The members of the Board Development Committee may amend these Amended and Restated Bylaws, subject to the provisions of Indiana Code Section 23-17-18, at a meeting of the membership, provided not less than seven (7) days' notice is provided to each member and such notice specifies the date, time and place of the meeting and that purpose of the meeting is to consider proposed amendment of these Amended and Restated Bylaws. The notice must contain or be accompanied by a copy of summary of the amendment. Amendments shall require a fifty percent (50%) plus one vote of the Board of Directors for adoption.

ARTICLE X

Discrimination Policy

It is the policy of the organization to ensure fair and equal treatment without regard to sex, race, color, national origin, ancestry, citizenship, religion, sexual orientation, age or disability to its members, Board of Directors, and officers, except where specified by law or bona fide occupational requirements.