

REVISED BYLAWS

Adopted by the Board of Directors

December 14, 2017

BYLAWS

ASSOCIATION OF COMMUNITY MENTAL HEALTH CENTERS OF KANSAS, INC.

A KANSAS NOT-FOR-PROFIT CORPORATION

ARTICLE I-DEFINITIONS

Section 1. Definitions. The term "Association" means Association of Community Mental Health Centers of Kansas, Inc. The term "Executive Committee" is defined in Article VI, Section 7. The term Board of Directors is defined in Article VI.

ARTICLE II-OFFICES

Section 1. Corporation Offices. The corporation may have corporate offices, branch or subordinate offices, anywhere within the State of Kansas as the Board of Directors may from time to time appoint, or the activities of the corporation may from time to time require. The "principal place of business" may be fixed and so designated from time to time by the Board of Directors.

Section 2. Registered Agent. The location of the registered office and the name of the registered agent (current designated attorney or executive director) of the corporation in the State of Kansas may be altered from time to time by the Board of Directors and filed in the appropriate office in the State of Kansas.

Section 3. Records. The corporation shall keep correct and complete books, including minutes of the proceedings of the Board of Directors. The corporation shall keep at its principle place of business a record of the name and address of each director. All books and records of the corporation may be inspected by any member of the Association, for any proper purpose at any reasonable time. A copy of the annual federal tax/information return for the three preceding years and a copy of the application for tax exemption shall be made available to any individual

for inspection at the corporation's principal place of business during regular business hours in compliance with public law 100-203.

ARTICLE III-PURPOSES

The purpose of the corporation shall be those stated in the Articles of Incorporation unless amended in accord with Article X of these Bylaws. Any purposes properly amended shall be set forth under this Article.

ARTICLE IV-PROHIBITIONS

This corporation shall be a nonprofit corporation, and no part of its net earnings shall be inure to the benefit of any private shareholder or individual. This corporation shall have no capital stock, and is not organized for business purposes or for pecuniary profit, but solely for the purposes stated in the Articles of Incorporation or as from time to time amended and set forth in Article II of the Bylaws.

ARTICLE V-MEMBERSHIP

Section 1. Full Membership. The membership of this corporation shall consist of those dues paying organizations licensed as Community Mental Health Centers by the State of Kansas, Department for Aging and Disability Services or such other organizations as substance use disorder, inpatient behavioral health treatment or safety net clinics licensed by the appropriate state agency in the state of Kansas and approved by the full membership of the Board of Directors upon recommendation of the Executive Committee as defined in Article VI, Section 7 of these by-laws. Board members are expected to attend and participate regularly. At no time, shall the membership of Association be comprised of more than thirty-five (35) member organizations.

Section 2. Staff Associate Organization Membership. Any organization constituted primarily of Kansas Community Mental Health Center employees and representing a service or function of the Member Community Mental Health Center (e.g. Financial Managers, Clinical Directors, CSS Directors, Children's Service Directors, etc.) shall be eligible for Staff Associate Organization Membership. Acceptance into membership and assessment of dues shall be determined by the Board of Directors of the Association. Persons who are members of staff associate organizations may serve on all association committees, except the Nomination Committee. They shall not have a vote on the Board of Directors and shall not hold elective office.

Section 3. Affiliate Organization Membership. Any organization whose primary business or interest is in the area of publicly funded mental health, or mental health related services, and who subscribe to the mission and values of the Association, shall be eligible for Affiliate

Organization Membership. Acceptance into membership and assessment of dues shall be determined by the Board of Directors of the Association. Persons who are members of affiliate organizations may serve on all Association committees, except the Nomination Committee. They shall not have a vote on the Board of Directors, and shall not hold elective office.

ARTICLE VI-BOARD OF DIRECTORS

Section 1. Membership. The Board of Directors of this Corporation shall consist of one (1) representative from each member organization.

Each member shall designate a representative and an alternate: The alternate will be considered the voting member in the absence of the primary representative. The representative or alternate can be changed by written notification to the Association.

A designated representative of a member may give written proxy authority to a designated representative of a different member. The proxy may be date or action specific or may be ongoing as delineated in the written authorization.

Section 2. Compensation. For serving as a member of the Board of Directors, no compensation shall be paid, except that upon prior approval of the Board such member may be entitled to reimbursement for any actual expenses incurred for carrying on his/her duties as such.

Section 3. Meetings.

a. Regular Meetings. The Board of Directors shall hold no fewer than four (4) regular meetings each year to conduct the business of the corporation. The time and location of regular meetings shall be determined by the Executive Committee and communicated in writing to each member of the Board of Directors at least thirty (30) days prior to each meeting. Such meetings shall be held at times and locations to encourage maximum participation by governing board representatives.

b. Special Meetings. Special meetings of the Board of Directors may be called by the President, the Executive Committee of the corporation, the Executive Director, or upon written request to the Secretary of the corporation of not less than one-fifth (1 /5) of the members of the said board .

c. Place of Meetings. Any meeting, regular or special, may be held at the principal place of business of the corporation or may be held at any place as set forth in the notice of such meeting.

d. Notice of Meetings. The Executive Director shall give written or printed notice of each meeting of the Board, which shall be mailed to each Board member stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes thereof, not less than seven (7) days prior to the meeting, unless other or further notice is required by law, in which case such required notice shall be given. Any notice required under this Article or under any other Article hereunder, or by any other law, may be waived either before or after time required for the giving of such notice, if in writing, signed by all persons entitled thereto. In addition, to the extent provided by law, attendance at any meeting shall constitute a waiver of notice of such meeting.

e. Action in Lieu of Meetings. Any action required to be taken at a meeting or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken shall be signed by all the Board members entitled to vote thereon.

f. Meetings by Conference Telephone or Similar Communications Equipment. Unless otherwise restricted by the Articles of Incorporation or these Bylaws or by law, members of the Board of Directors, or Executive Committee may participate in a meeting of such Boards by means of a conference telephone or similar communications equipment, whereby all persons participating in the meeting can hear and/or see the communication of each member and participation in a meeting in such manner shall constitute presence in person at such meeting.

Section 4. Quorum. A majority of the member organizations must be represented at any meeting of the Board of Directors in order to constitute a quorum for the transaction of any business. A lesser number than a quorum may adjourn until a quorum is secured.

The Board of Directors may, at its discretion, provide for voting by mailed ballot on any given Issue.

Section 5. Indemnification and Liability of Directors and Officers. Each person who 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 another corporation (including the heirs, executors, administrators or estate of such person) shall be indemnified by the corporation as of right to the full extent permitted or authorized by the laws of the State of Kansas, as now in effect and as hereinafter amended, against any liability, judgment, fine amount paid in settlement, cost and expense (including attorney's fees) asserted or threatened against and incurred by such person in his/her capacity as or arising out of his/her status as a director or officer of the corporation.

The indemnification provided by this Bylaw provision shall not be exclusive of any other right to which those indemnified may be entitled under any other Bylaw or under any agreement, vote of stockholders or disinterested directors or otherwise, and shall not limit in any way any right

which the corporation may have to make different or further indemnifications with respect to the same or different persons or classes of persons.

No person shall be liable to the corporation for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by him/her as a director or officer of the corporation or of any other corporation, which he/she serves as a director or officer at the request of the corporation, if such person (i) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in conduct of his/her own affairs, or (ii) took or omitted to take such action in reliance upon advice of counsel for the corporation, or for such other corporation, or upon statements made or information furnished by directors, officers, employees or agents of the corporation or of such other corporation, which he/she had no reasonable grounds to disbelieve.

Section 6. Powers and Duties. The Board of Directors shall have the power to exercise any and all powers permitted by not-for-profit corporations under the Kansas Corporation Code as the same may now or hereafter be provided. The Board of Directors shall have full power and authority to determine the policies of the corporation and conduct its affairs in accordance with the purposes set forth in its Certificate of Incorporation or as amended and set forth in Article II of these Bylaws, including the power to employ personnel, fix salaries, administer assets, funds and income, make investments and do all other things necessary to promote the objectives of the corporation. The Board of Directors shall establish and at all times shall maintain a modern and efficient system of bookkeeping and accounting. The Directors may adopt a corporate seal for the corporation, and may adopt such rules and regulations for the control and conduct of the property, business, affairs and activities of the corporation as may be deemed advisable and permitted by law. The Board of Directors may take no action, however, which abridges the independent authority of the member organizations.

Section 7. Executive Committee.

a. The Executive Committee shall be composed of the elected officers of the corporation plus the immediate past president. The Board of Directors may elect additional at large members to the Executive Committee to serve terms identical to that of the officers. The Executive Committee shall be empowered to transact the business of the corporation between meetings of the Board of Directors. Except the Executive Committee shall not have power and authority to establish Association policy unless specifically directed or approved by the Board of Directors. A quorum of the Executive Committee is a simple majority of its members.

b. Meetings. The President or Executive Director may call meetings of the Executive Committee as needed to conduct the affairs of the corporation. Meetings of the Executive Committee may also be called by two or more members of the Executive Committee.

c. Contracts. The President, or in his/her absence, the Vice President shall sign and execute for and on behalf of the corporation, and under its seal, if necessary, all contracts, notes, leases, deeds of trust, mortgages or other documents of every kind and nature that may be necessary in pursuance of the business of the corporation. The Board of Directors, at its discretion, may delegate to the Executive Director authority to sign any or all contracts on behalf of the corporation.

ARTICLE VII—OFFICERS

Section 1. General. The officers of the corporation shall be a President, President-Elect, Vice President, Secretary and Treasurer and such other officers as the Board of Directors at their discretion may elect.

Section 2. President. The President shall be the executive officer of the corporation; shall be the chairperson of and preside at all meetings of the Board of Directors and the Executive Committee unless another Director shall be elected by a majority vote of the Directors present to reside at any meeting; and shall have such other authority and perform such other duties as pertain to that office, or as may be prescribed by the Directors.

Section 3. President-Elect. The President-Elect shall assume the office of President on July 1 of each election year.

Section 4. Vice President. In the event of the death, absence, incapacity, inability or refusal to act of the President, the Vice President shall possess all of the powers and perform all of the duties of the President and shall do and perform such other duties and exercise such other authority as may be from time to time imposed upon or assigned to him/her by the Directors.

Section 5. Secretary. The Secretary shall attend and keep, or cause to be kept, a record of all meetings of the Board of Directors and of all votes and actions taken thereat; he/she shall have the custody of the corporate seal, if any, and shall perform such other duties as may be imposed upon him/her by the Board of Directors.

Section 6. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. Books of accounts shall at all reasonable times be open to inspection by any Director. All moneys and other valuables shall be deposited in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He/she shall oversee the disbursement of funds of the corporation as may be ordered by the Board of Directors, shall render to the President and Directors whenever they request, an account of all his/her transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, or these Bylaws.

Section 7. Vacancies. Vacancies occasioned by the death, resignation, incapacity or removal of officers of the corporation, shall be filled by a majority vote of the Directors within 90 days of the occurrence of such vacancy. Such vacancies shall be filled at any regular meeting or at a special meeting of the Board of Directors called for that purpose and such person or persons chosen to so fill such vacancy or vacancies shall serve until the next election of officers and until their successors are elected and qualified.

Section 8. Removal. Any officer, of the corporation may be removed by the affirmative vote of a majority of the Directors present and voting at any meeting at which a quorum is present. The vote on removal shall take place not less than fifteen (15) days nor more than ninety (90) days following the date of the motion to remove.

ARTICLE VIII-ELECTIONS

Section 1. General. The Board of Directors shall bi-annually, and by majority vote, elect the officers of the corporation, who shall serve for a period of two (2) years. Elections shall be held at a regularly called meeting of the Board, but no later than June, during each election year. Terms of office shall commence July 1 and terminate June 30 of each election year.

Section 2. Nominating Committee. A three (3) member Nominating Committee shall be appointed by the President subject to confirmation by the Board of Directors. Such committee shall be appointed within sixty (60) days of the President assuming office and shall serve a term concurrent with the terms of other elected officers.

The Nominating Committee shall prepare a slate of nominees for election as officers of the corporation for all regular and special elections.

ARTICLE IX-COMMITTEES

The Board of Directors by resolution of a majority may designate one or more committees. Each committee shall have a chairperson appointed by the President of the Board of Directors. The purpose and duration of each Committee shall be determined by the Board of Directors.

Section 1. Committee Membership. Members of a committee(s) shall be appointed by the President and drawn from the staffs and Board members of member organizations, and representatives of affiliate or associate organizations.

Section 2. Vacancies. Vacancies in the membership of a Committee may be filled by the President.

Section 3. Quorum. A simple majority of a committee shall constitute a quorum.

ARTICLE X-FINANCING

Section 1. Dues. The costs of the corporation shall be financed by the member organizations. The Board of Directors shall be empowered to establish an equitable dues structure, to be assessed against each member organization, to finance the necessary expenses of the corporation.

Section 2. Other Revenues. The Board of Directors shall be empowered to seek and receive grants, gifts, fees, or other revenues as deemed appropriate by the Board.

Section 3. Fiscal Year. The fiscal year shall be determined by the Board of Directors.

ARTICLE XI-EXECUTIVE DIRECTOR

The Board of Directors shall employ an Executive Director for this corporation. This individual shall perform such duties as determined by the Board of Directors and shall be accountable to the Board. The Board of Directors has sole authority to employ or discharge the Executive Director. The Executive Committee shall complete an annual performance evaluation of the Executive Director.

ARTICLE XII-RULES OF ORDER

All meetings of the Corporation shall be governed by Robert's Rules of Order, newly revised, unless same are in conflict with specific provisions of the Articles of Incorporation or these Bylaws.

ARTICLE XIII-AMENDMENTS

These Bylaws and any article or section thereof may be amended or repealed at any meeting of the Board of Directors, at which a quorum is present, by a two-third vote of those present, provided such amendment is presented to the membership in writing at least thirty (30) days prior to the meeting at which the proposed change is to be voted on.

The purposes as set forth in the Article of Incorporation may be from time to time amended except that under no circumstances shall this corporation, except to an insubstantial degree, engage in any activities or exercise any powers that are not in specific furtherance of the particularized powers of the corporation and it shall not in any wise carry on activities as are not permitted by a corporation exempt from Federal Income Tax under Section 501 (c)(4) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

The powers to amend the by-laws and the articles of incorporation are reserved to the member organizations of the Association as of June 30, 2017.

ARTICLE XIV-DISSOLUTION

Upon liquidation, dissolution or abandonment of this association, the property, its proceeds and the income therefore shall not under any circumstances whatsoever inure to the benefit of any private person, but shall be distributed by the last Board of Directors in an equitable manner to the member organizations as it existed on June 30, 2017.

President of the Board of Directors

Date

ATTEST

Secretary of the Board of Directors

Date

Revised Bylaws Adopted by the Board of Directors December 14, 2017