

BYLAWS

OF

SOUTHEASTERN DEVELOPMENTAL SERVICES, INC.  
AMENDED February 26, 2018

ARTICLE I

Offices: The Principal office of the Corporation shall be located at 1111 South Fourth Street, Lamar, Colorado. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II

Purposes: The purposes, objectives and business for which said Corporation is organized are exclusively charitable and said purposes are as further described in Corporation's Certificate of Incorporation of Non-Profit Corporation as amended.

ARTICLE III

Board of Directors:

Section 1: The Affairs of the Corporation shall be managed by the Board of Directors. In addition to the powers granted by the Certificate of Incorporation, as amended and these by-laws, the Board of Directors may exercise all powers and perform all lawful acts pursuant to the Colorado Non-Profit Corporation Act.

Section 2: The Board of Directors shall consist of a minimum of nine (9) members. Eligible members of the community shall be added to fill vacant Board Member positions upon a majority vote of the then-sitting Board. Three (3) members of the Board shall be elected for a three-year term at each Annual Meeting so as to provide for the expiration of terms on a staggered basis. At all times the Board shall consist of a minimum of two consumers of the Corporation and two parents of consumers.

Section 3: Directors may resign at any time by tendering a written resignation to the Board of Directors. The resignation shall become effective upon acceptance by the Board, and the appointment of the resigning Director's successor. A member of the Board of Directors may be removed by an affirmative vote of 75% of the remaining members of the Board of Directors.

Section 4: Vacancies on the Board of Directors shall be filled by appointment by the remaining Board of Directors. The individual

appointed to fill the vacancy shall serve for the remainder of the unexpired term of the vacating director.

Section 5: Directors shall not receive any salary or fees for their services as such, but by resolution of the Board, they may be reimbursed for actual expenses incurred in performance of service for the Corporation. The Board of Directors may, at its discretion, contract for and pay to Directors rendering special or unusual services to the Corporation, special compensation appropriate to the value of the services.

Section 6: An employee of the Corporation is not eligible to serve on the Board of Directors, and must wait until at least two-years from the last date of employment with the Corporation to be eligible to be a member of the Board of Directors.

#### ARTICLE IV

##### Meeting of Directors:

Section 1: There shall be no requirement under these Bylaws to have an Annual Meeting of the Directors. However the Directors shall conduct meetings not less than ten (10) times each year. All Director Meetings shall be at the principal office of the Corporation or at such other place as the Directors may consent.

Section 2: A majority of the then acting Directors shall constitute a quorum at any Directors' meeting, whether regular or special.

Section 3: Any Directors' meeting, whether regular or special, may be adjourned from time to time by those Directors in attendance, although less than a quorum and no notice need be given of any adjourned meeting.

Section 4: The Secretary shall give notice in writing or by telephone to each Director of each regular meeting. Each such notice shall be mailed, e-mailed, sent by facsimile or delivered personally to the Director at least three (3) days before the meeting and shall state the time and place thereof.

Section 5: Special Meetings may be called by the President or by two or more Directors, and the Secretary shall give at least one (1) day notice thereof in writing, by e-mail, by facsimile or by telephone to each Director.

Section 6: A waiver in writing of any of the notices required above, including notice of any adjourned meeting, signed by the person

or persons entitled to notice, whether before, at or after the time of the meeting stated therein, shall be deemed the equivalent to such notice and service thereof. Attendance by a Director at any meeting prior to the adjournment thereof, shall be deemed the equivalent of a waiver in writing by such Director of a call or notice and also shall be deemed a consent to the holding of the meeting at the time and at the place at which the same is held.

Section 7: Any action required by the Colorado Non-Profit Corporation Act, the Certificate of Incorporation, as amended, or these Bylaws taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Directors may be taken without a meeting if the consent, in writing, setting forth the actions so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

#### ARTICLE V

##### Officers:

Section 1: The Officers of the Corporation shall consist of a President, Vice-President, and Secretary.

Section 2: The Officers for the Corporation shall be elected by the majority vote of the Board of Directors. Each Officer shall hold office until his death, resignation, or removal by a majority vote of the Directors. Only members of the Board of Directors shall be eligible to be officers of the Corporation.

Section 3: The President shall preside at all meetings of the Board of Directors. The President shall perform all such duties as are incident to the office or as may be required of the position of the Board of Directors.

Section 4: The Vice-President shall, in the absence of the President, exercise the powers and perform the duties of said office. The Vice-President shall also generally assist the President and exercise such powers and perform such duties as shall be prescribed by the Board of Directors.

Section 5: The Secretary, or his designee, shall keep the minutes of the proceedings of the Corporation and the Board of Directors, see that all notices are duly given in accordance with the provision of these By-Laws or as required by law, be custodian of the Corporate records and of the seal of the Corporation, and affix the seal to all documents and authorize for the Board of Directors, and in general perform all duties as from time to time may be assigned to him by the President or the Board of Directors.

Section 6: Vacancies in the offices will be filled by the Board of Directors. A vacancy in the office of President of the Board of Directors shall be filled by the Vice-President.

Section 7: No salary may be paid to an Officer of the Corporation who is also a member of the Board of Directors. Officers of the Corporation who are not members of the Board of Directors may receive salaries or other compensation if so ordered and fixed by the Board of Directors. The Board shall have the ability to fix salaries in advance of the stated periods or render the same retroactive as the Board may deem advisable.

Section 8: Board Members who miss three consecutive meetings may be asked to resign. Removal of board members will be at the discretion of the majority of the board.

#### ARTICLE VI

##### Committees:

Section 1: Committees may be established by the Board of Directors, which may, by general resolution, delegate to such committees or the officers of the Corporation, such powers to the Corporation as the Board of Directors might exercise by a majority vote of the quorum.

#### ARTICLE VII

##### Indemnity:

Section 1: The Corporation shall indemnify and provide advances of expenses to Directors of the Corporation to the extent expressly permitted or required by applicable Colorado Statutes with respect to claims made against Directors for their actions or the conduct of their duties as Directors.

Section 2: The Corporation shall also indemnify and provide advances of expenses to Officers, employees and agents of the Corporation who are not Directors if said Officer, employee or agent of the Corporation acted in good faith and in a manner he reasonably believed in or not opposed to the best interests of the Corporation.

Section 3: The indemnification provided in this article shall not be deemed exclusive of any other rights to which the indemnified may be entitled under the Certificate of Incorporation, as amended, any agreement, or as otherwise provided by law.

Section 4: The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was providing a service at the request of the Corporation against any liability or claim asserted against him and incurred by him in such capacity or arising out of his status, as such, whether or not indemnified against such liability by this article.

Section 5: Any Member of the Board of Directors shall immediately disclose a conflicting interest transaction to the entire Board and shall refrain from voting on such conflicting interest transaction.

#### ARTICLE VIII

Fiscal Matters: All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by the President or his designee or in any manner as shall from time to time be determined by the Board of Directors.

#### ARTICLE IX

Amendment: These Bylaws may, in whole or in part, be altered, amended, repealed or added to only by a majority vote of the Directors at any meeting.


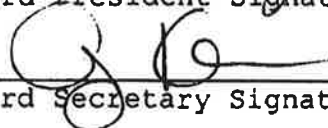
#### ARTICLE X

Roberts Rules of Order: The Corporation shall use Roberts Rules of Order in the conduct of its affairs.

#### ARTICLE XI

Fiscal Year: The fiscal year of the Corporation shall begin July 1 and end June 30.

Accepted by Board of Directors on February 26, 2018

 Board President Signature	<u>2/26/18</u> Date
 Board Secretary Signature	<u>2/26/18</u> Date

