

CODE OF REGULATIONS
OF
COMMUNITY HEALTH & LIFESKILLS OPPORTUNITIES & EDUCATION, INC.

ARTICLE I. OFFICES

Section 1. Principal Office. The principal office of the corporation in the State of Ohio shall be located in the City of Westerville, County of Franklin.

Section 2. Other Offices. The corporation may have such other offices, either within or without the County of Franklin, State of Ohio, as the Board of Trustees may determine or as the affairs of the corporation may require from time to time.

ARTICLE II. MEMBERS

Section 1. Classes of Members. The corporation shall have one class of members.

Section 2. Qualification of Members. Those individuals designed as Trustees of **Community Health & Lifeskills Opportunities & Education, Inc.**, pursuant to the Articles of Incorporation shall constitute all of the initial "members" of this corporation. Trustees may from time to time admit new members to the corporation based upon a majority vote of the Trustees.

Section 3. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership. At any regularly constituted meeting or special meeting specifically called for that purpose, by the affirmative vote of two-thirds of all members entitled to vote on said question, a member may be suspended or expelled as a member for cause and after an appropriate hearing. Such member shall not be entitled to vote on the question and said member shall not be counted in determining the existence of non-existence of the appropriate vote.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary.

Section 6. Transfer of Membership. Membership in the corporation is not transferable or assignable.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held at a time and place to be specified by the Board of Trustees of this corporation in each year, beginning with the year 2000 for the purpose of electing Trustees and for the consideration

of reports. If the annual meeting is not held or Trustees are not elected thereat, they may be elected at a special meeting called for that purpose.

Section 2. Special Meetings. Special meetings of the voting members may be called by the President, or, in the case of the President's absence, death, or disability, the Vice President, if any, is authorized to exercise authority of the President. Otherwise, the Secretary/Treasurer or either of them may call such a meeting.

Section 3. Place of Meeting. The Board of Trustees may designate any place, either within or without the State of Ohio, as the place of meeting for any annual meeting of the members or for any special meeting. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Ohio, but if all of the members shall meet at any time and place, either within or without the State of Ohio, and consent, in writing, to waiver of notice either before or after the holding of the meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written notice stating the time and place of a meeting of the voting members shall be given either by personal delivery or by mail, to each member entitled to notice of the meeting not less than fourteen (14) days nor more than sixty (60) days before the date of the meeting, by or at the direction of the President or the Secretary or any other person required or permitted to give notice or the officers or persons calling the meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice and no other matters may be addressed at the special meeting. If mailed, the notice shall be addressed to the member at his address as it appears on the records of the corporation. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 5. Action by Members Without a Meeting. Any action which may be authorized or taken at a meeting of the members may be taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by all of the members who would be entitled to notice of the meeting for such purpose.

Section 6. Quorum. The members holding two-thirds (2/3) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. Whether or not a quorum is present, a majority of the voting members present at a meeting may adjourn such meeting from time to time.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member.

Section 8. Voting by Mail. Where Trustees are to be elected by members, such election may be conducted by mail.

ARTICLE IV. BOARD OF TRUSTEES

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Trustees. Trustees need not be members of the corporation.

Section 2. Number, Tenure, and Qualifications. The number of Trustees shall be

not less than three (3). Each Trustee shall hold office until the next annual meeting of voting members and until a successor is elected, or until his or her earlier resignation, removal from office, or death.

Section 3. Regular Meetings. A regular annual meeting of the Board of Trustees shall be held without other notice than this Article, immediately after, and at the same place, as the annual meeting of members.

Section 4. Special Meetings. Special meetings of the Board of Trustees may be called by the President, Vice President, if any, or any two Trustees. Meetings of the Trustees may be held at any place within or without the State of Ohio.

Section 5. Notice. Written notice of the time and place of each meeting of the Trustees shall be given to each Trustee either by personal delivery or by mail. Any Trustee may waive notice of the time and place of any meeting of the Trustees, either before or after the holding of the meeting. The waiver shall be in writing and filed with or entered upon the records of the meeting.

Section 6. Quorum. A majority of the whole authorized number of Trustees is necessary to constitute a quorum for a meeting of the Trustees, except that a majority of the Trustees in office constitutes a quorum for filling a vacancy in the Board.

Section 7. Manner of Acting. The act of a majority of the Trustees present at a meeting at which a quorum is present is the act of the Board, unless the act of a greater number is required by the Articles, or by these Regulations.

Section 8. Vacancies. The remaining Trustees, though less than a majority of the whole authorized number of Trustees, may, by vote of the majority of their number, fill any vacancy in the Board for the unexpired term.

Section 9. Compensation. Trustees as such shall not receive any stated salaries for their services, but by resolution of the Board of Trustees any Trustee may be indemnified for expenses and costs actually and necessarily incurred by him by reason of his being such Trustee.

ARTICLE V. OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, Secretary, and Treasurer, and such other officers, including Vice Presidents, as may be elected in accordance with the provisions of this Article. The Board of Trustees may elect or appoint such other officers, including one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Trustees. Any two or more offices may be held by the same person, and none of the officers need be Trustees.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his successor

shall have been duly elected and shall have been qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees with or without cause whenever in its judgment the best interest of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Trustees. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Trustees have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these bylaws or by statute to some other officer or agent of the corporation; and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 6. Vice President. In the absence of the President or in event of his inability or refusal to act, the Vice President (of if none shall be elected, the Treasurer) shall perform the duties of the premised, and when so acting, shall have all the powers of and be subject to all the restrictions on the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

Section 7. Treasurer. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

Section 8. Secretary. The secretary shall keep the minutes of the meetings of the members and of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these regulations; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Trustees, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine. The

Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Trustees.

ARTICLE V. COMMITTEES

Section 1. Committees of Trustees. The Board of Trustees by resolution adopted by majority of the Trustees in office, may designate one or more committees, each of which shall consist of three or more Trustees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee of any responsibility imposed on it or him by law. Each committee shall serve at the pleasure of the Trustees, and shall be subject to the control and direction of the Trustees.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Trustees in the management of the corporation may be designated by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the persons or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these regulations or with rules adopted by the Board of Trustees.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these

regulations, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, or Orders for Payment. All checks, drafts, or 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 or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 4. Gifts. The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the corporation.

ARTICLE VIII. MISCELLANEOUS

Section 1. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees, and committees having any of the authority of the Board of Trustees, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Section 2. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Section 3. Corporate Seal. The corporation shall not be required to have a seal.

Section 4. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Ohio Nonprofit Corporation Law or under the provisions of the Articles or Regulations of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the holding of such meeting, shall be deemed equivalent to the giving of such notice. The waiver, or waivers, in writing, shall be filed with or entered upon the records of the meeting.

ARTICLE IX. AMENDMENTS

Section 1. Power of Members to Amend Regulations. The Regulations of this corporation may be amended, repealed, or added to, or new regulations may be adopted by a majority of the voting members present if a quorum is present at a meeting duly called for the purpose according to the Articles or Regulations.