

GREEN COUNTRY BEHAVIORAL HEALTH SERVICES, INC.
Amended and Restated
BYLAWS

(Amended March 21, 2006; January 20, 2009 and
October 25, 2011)

The Bylaws of Green Country Behavioral Health Services, Inc. are hereby fully amended and restated as follows:

Article I
NAME

- Section 1. The name of this organization shall be Green Country Behavioral Health Services, Inc., herein known as GCBHS.
- Section 2. The place where the principal business of this organization shall be conducted will be in Muskogee County, Oklahoma.

Article II
OBJECTIVE

- Section 1. This organization is formed for the purpose of providing comprehensive behavioral health services.
- Section 2. Green Country Behavioral Health Services, Inc. may receive funds, stocks, securities, and property by donations through its board of directors to be used in furthering behavioral health services.

Article III
GREEN COUNTRY BEHAVIORAL HEALTH SERVICES SERVICE AREA

- Section 1. The service area for Green Country Behavioral Health Services, Inc. shall include Muskogee and McIntosh Counties.
- Section 2. Additional counties may be included in the service area, as agreements are reached to supply services purchased by other funding sources.

Article IV
BOARD OF DIRECTORS

- Section 1. The administration of the affairs of the organization shall be vested in a board of directors consisting of a minimum of seven members, not to exceed a maximum of 12 members, representing various vocations, professions, interests gender and ethnic groups, but with a common interest and goal of providing behavioral health and early childhood services to the citizens of the Green Country Behavioral Health Services area.

- Section 2. The composition of the board of directors shall be based in direct proportion to each county's population, taking into account the consumer/provider mix required by state and federal regulations. Employees of Green Country Behavioral Health Services are prohibited from serving on the board of directors.
- Section 3. The composition of the board of directors shall ensure that at least one member has a background and expertise in the following areas: fiscal management or accounting; early childhood education and development. At least one consumer of mental health services and one family member of a child with an emotional disturbance shall also serve on the Board. The GCBHS Board shall also have access to a licensed attorney familiar with issues which may come before the board and shall endeavor to have at least one member who is a licensed attorney.
- Section 4. In order to facilitate joint governance of the Muskogee County Head Start Program, one GCBHS Board member will be appointed for membership on the Muskogee County Head Start Policy Council. This member shall serve for a maximum term of three years. A parent of a former or current Head Start or Early Head Start child or children will serve on the Board for a one-year term.
- Section 5. Members shall be elected from the slate of nominees presented to the board by the nominating committee. The election of new members shall take place at the annual meeting. In the event the nominations do not maintain the appropriate composition (ratios) as required by these bylaws, the board may hold the vacancies open until the appropriate composition is presented for approval
- Section 6. The members shall serve for a term of three years or until their successors have been elected. The term of membership of the board of directors shall be so arranged that approximately one-third of the members are up for re-election each year. No member of the board shall serve more than three consecutive three-year terms.
- Section 7. If any vacancy occurs on the board of directors by reason of death or resignation of one of its members, the remaining members shall elect a replacement to fill such vacancy who shall hold office for the unexpired term of his predecessor.
- Section 8. The board of directors shall, at the annual meeting, elect from its members a president, vice president, secretary, and treasurer. All officers of the board, shall serve for one year or until their successors are elected. No officer shall hold the same office for more than two consecutive years.
- Section 9. If any office becomes vacant by death or resignation, the board of directors shall elect one of its members to fill the vacancy. This officer shall hold office for the unexpired term of his predecessor.

- Section 10. Regular meetings of the board of directors must be held at least six times per year on the third Tuesday of months selected by the Board at the headquarters, 619 North Main, Muskogee, Oklahoma, or at other locations as directed by official announcement. The annual meeting shall be the September meeting. Special meetings of the board of directors may be called at any time as needed. Individual notice of all special meetings of the board shall be given in accordance with the Open Meeting Law.
- Section 11. All new members of the board of directors shall be required to attend an orientation session as soon as possible after election to the GCBHS board.
- Section 12. Any member absent for more than three (3) successive meetings per year for reasons unacceptable to a majority of the Board shall be considered resigned and shall be notified of the resignation, in writing, by the president.
- Section 13. At any regular meeting of the board of directors, a simple majority of the board will constitute a quorum. The act of a majority of the directors present at a meeting at which quorum is present is the act of the board, unless the act of a greater number is required by law, the Certificate of Incorporation or these Bylaws.
- Section 14. The board of directors shall notify the Secretary of State of all scheduled meetings, including date, time and place, as provided in the Open Meeting Law, State of Oklahoma. Emergency meetings may be scheduled without notification to the state. All regular monthly meetings of the board of directors shall be open to the public, with notification given in accordance with the Open Meeting Law guidelines.
- Section 15. At no time shall the board of directors be constituted so as to be controlled directly or indirectly by one or more disqualified persons with respect to GCBHS (as defined in Section 4946 of the Internal Revenue Code of 1986, as amended) other than “foundation managers” as defined by the Internal Revenue Code and other than one or more organizations described in Section 509(a)(1) or Section 509(a)(2) of the Internal Revenue Code of 1986, as amended.
- Section 16. Except as may otherwise be required with the Open Meeting Law guidelines or other applicable law, any action which might be taken at any meeting of the directors or of any committee thereof may be taken without such meeting by writing or writings signed by all of the directors or all of the members of such committee, as the case may be. The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary of GCBHS and inserted in the permanent records relating to the meetings of the directors. Further, except as may otherwise be required with the Open Meeting Law guidelines or other applicable law, meetings of the directors or of any committee thereof may be held

through communications equipment if all persons participating can hear each other, and such participation shall constitute presence at such a meeting.

Article V
DUTIES OF OFFICERS

Section 1. President

The president shall preside at all meetings of the board of directors, shall be an ex-officio member of all committees, shall appoint committees, and perform such other duties as generally pertain to the office.

Section 2. Vice President

In the absence or incapacity of the president, the vice president shall perform duties pertaining to the office of the president.

Section 3. Secretary

The secretary shall oversee the GCBHS staff to ensure that they keep accurate and complete minutes of all board of directors meetings, maintain minutes for all board committee meetings, attend to all correspondence, notify all members of the board of all regular and special meetings, and perform such other duties as ordinarily pertain to the office.

Section 4. Treasurer

The treasurer shall oversee all funds of Green Country Behavioral Health Services, Inc. He shall ensure that a true and accurate accounting of financial transactions of GCBHS is made monthly and that a financial audit is conducted annually.

Article VI
COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Committees of the board of directors shall be standing or special. Standing committees shall be an executive committee, a nominating committee, a compensation committee, and such other special committees as the board may authorize. At a committee meeting, a quorum shall be one half the number of members of the committee. Each committee shall have an agenda and shall submit minutes of its meeting to the board. Committee members are nominated by the president and elected by the board of directors.

Section 2. The executive committee shall be composed of the officers of the board of directors. The president shall act as chairperson. Each executive

committee member shall have equal voting privileges. The executive committee shall have power to transact all regular business of the board during the period between the meetings of the board, subject to any prior limitation imposed by the board and with the understanding that all matters of major importance will be referred to the board. The executive committee is hereby authorized to negotiate to borrow money, as reflected in the minutes of the board meetings; furthermore, the president and secretary of the board of directors of GCBHS are hereby authorized and empowered to sign any necessary documentation which may be required to effectuate legal documents. Minutes of the executive committee meeting shall be submitted to the board, and its actions shall be subject to approval or disapproval at the next regular meeting.

- Section 3. The nominating committee shall be composed of three members. It shall prepare a slate of proposed officers, and those names will be submitted to the board of directors for election at the regularly scheduled board of directors meeting prior to the annual meeting. It shall offer nominations to fill vacancies occurring on the board during the year.

Before presenting the name of any nominee for election by the board, the nominee shall be informed as to the function and activities of the board and of the duties and responsibilities of a member and shall have indicated his or her consent to serve if elected. The nominating committee shall perform such other duties as may be assigned by the board.

- Section 4. The compensation committee shall be composed of three or more members. It shall review the chief executive officer's compensation and job performance within the formal review process and make recommendations to the board of directors.

- Section 5. The board shall appoint special committees to deal with specific projects at the request of the president.

Article VII

BOARD/CHIEF EXECUTIVE OFFICER RELATIONSHIP

- Section 1. The governing board's relationship to the chief executive officer is outlined in agency policy and the chief executive officer's job description, as attached, including specific authority and responsibilities.

Article VIII

PARLIAMENTARY AUTHORITY

- Section 1. The rules contained in Roberts Rules of Order, Revised shall govern the organization in all appropriate cases and where they are consistent with the bylaws or special rules of order of this organization.

Article IX
AMENDMENTS

- Section 1. These bylaws may be amended by a two-thirds majority vote of the membership of the board at any regular meeting of the board of directors provided all members have been notified at least one month prior that amendments to the bylaws are being considered.

Article X
INDEMNIFICATION OF OFFICERS, DIRECTORS,
EMPLOYEES AND AGENTS

- Section 1. Actions by Third Persons. To the extent and in the manner permitted by the laws of the State of Oklahoma and specifically as is permitted under Section 1031 of Title 18 of the Oklahoma Statutes, GCBHS shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of GCBHS, by reason of the fact that such person is or was a director, officer, employee or agent of GCBHS, or is or was serving at the request of GCBHS as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of GCBHS, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of GCHBS, and, with respect to any criminal action or proceeding, had reasonable cause to belief his conduct was unlawful.
- Section 2. Actions by GCBHS. GCBHS shall indemnify any personal who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of GCBHS to procure a judgment in its favor by the reason of the fact that he is or was a director, officer, employee or agent of GCBHS, or is or was serving at the request of GCBHS as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of GCBHS and except that no

indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjusted to be liable to GCBHS unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled in indemnity for such expenses which the court shall deem proper.

- Section 3. Expenses. To the extent that a present or former director, officer, employee or agent of GCBHS has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection A or B of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith.
- Section 4. Determination. Any indemnification under the provisions of subsection A or B of this Article, unless ordered by a court, shall be made by GCBHS only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection A or B of this Article. Such determination shall be made by a majority vote of the Board of Directors consisting of Directors who were not parties to such action, suit or proceeding, even though less than a quorum.
- Section 5. Expense Advances. Expenses incurred by a former or present officer or Director in defending a civil or criminal action, suit or proceeding shall be paid by GCBHS in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking and appropriate security by or on behalf of such Director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by GCBHS as authorized by the provisions of this Article. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.
- Section 6. Non-Exclusive Rights. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive or any other rights to which those seeking indemnification or advancement of expenses may be entitled under any agreement, bylaw, vote of disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.
- Section 7. Insurance. GCBHS may, to the full extent permitted by law, as amended from time to time, but only to such extent as may be determined by the Board of Directors, purchase and maintain insurance on behalf of any person who is and was a Director, officer, employee or agent of GCBHS, or is or was serving at the request of the GCBHS as a Director, officer,

employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against and incurred by him in any such capacity as arising out of his status as such, whether or not GCBHS would have the power to indemnify him against such liability under the provisions of this Article.

Section 8. Definitions. For purposes of this Article, references to “GCBHS” shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of the Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

For the purposes of this Article, references to “other enterprises” shall include, but are not limited to, employee benefit plans; references to “fines” shall include, but are not limited to, any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of GCBHS” shall include, but are not limited to, any service as a director, employee or agent of GCBHS which imposes duties on, or involves services, by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of GCBHS” as referred to in this Article.

Section 9. Separability. The provisions of this Article shall be separable and the invalidity of all or any part thereof as applied to any particular type of liability or any particular person shall not preclude application of any remaining portion thereof to such situation or such person, nor application of the provisions of this Article to any other situation or person.

Section 10. Continuation of Indemnification. The indemnification and advancement of expenses provided by or granted pursuant to this Article, unless otherwise provided when authorized or ratified, shall continue as to a person who has ceased to be a director, office, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 11. Limitation. Anything to the contrary notwithstanding, GCBHS shall not indemnify directors or officers or other persons or entities, pay their expenses in advance, pay insurance premiums on their behalf or take any other action otherwise authorized herein if such indemnification payment, advance expense payment or payment of insurance premium or any other action shall constitute a violation of any provision of the Internal Revenue Code of 1986, as amended. (or the corresponding provisions of any applicable future United State internal revenue law) or should otherwise jeopardize the continued qualification of GCBHS as a corporation which is tax exempt under Section 503(c)(3) or other applicable sections of the Code.

These Amended and Restated Bylaws of Green Country Behavioral Health Services, Inc. are effective October 25, 2011.