

**AMENDED AND RESTATED BYLAWS
OF
LIFELINE CONNECTIONS**

SECTION 1 PURPOSES AND GENERAL POWERS

- 1.1 Purposes.** Lifeline Connections (the “**Corporation**”) may engage in any lawful activity unless a more limited purpose is set forth in the Articles of Incorporation. The Corporation’s mission is to inspire hope and support life-saving changes for people affected by substance use and mental health conditions through the use of superior service, high quality programs and a well-trained and dedicated staff.
- 1.2 General Powers.** The Corporation has and may exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

SECTION 2 REGISTERED OFFICE AND REGISTERED AGENT

- 2.1 Registered Office.** The Corporation must have and continuously maintain in the State of Washington a registered office which may be, but need not be, the same as its principal office. The registered office must be at a specific geographic location in the State of Washington, and be identified by number, if any, and street, or building address or rural route, or, if a commonly known street or rural route address does not exist, by legal description. A registered office may not be identified by post office box number or other nongeographic address.
- 2.2 Registered Agent.** The Corporation must have and continuously maintain in the State of Washington a registered agent, which agent may be either an individual resident in the State of Washington whose business office is identical with such registered office, or a domestic corporation, whether for profit or not for profit, or a foreign corporation, whether for profit or not for profit, authorized to transact business or conduct affairs in the State of Washington, having an office identical with such registered office, or a domestic limited liability company whose business office is identical with the registered office, or a foreign limited liability company authorized to conduct affairs in the State of Washington whose business address is identical with the registered office. A registered agent may not be appointed without having given prior consent to the appointment, in the form of a record. The consent must be filed with the secretary of state in such form as the secretary may prescribe. The consent must be filed with or as a part of the record first appointing a registered agent.

SECTION 3 DIRECTORS

- 3.1 Board of Directors.** The affairs of the Corporation will be managed by a board of directors. Directors need not be residents of the State of Washington unless the Articles of Incorporation or these Bylaws so require. The Articles of Incorporation or these Bylaws may prescribe other qualifications for directors.

3.2 Number and Election of Directors.

(a) The board of directors of the Corporation must consist of one or more individuals.

(b) The Corporation will have a variable-range size board of directors. The minimum number of directors will be three (3) and the maximum number of directors will be twenty-five (25). The number of directors may be fixed or changed periodically, within the minimum and maximum, by the board of directors. If the board of directors increases or decreases the number of directors, the board will, to the extent possible, designate the length of terms of directors currently in office so that the terms of approximately one third (1/3) of the directors expires each year.

(c) All the directors, except the initial directors, will be elected by the board of directors at a meeting of the directors. Unless otherwise provided in the Articles of Incorporation or these Bylaws, the term of each director is three (3) years. Newly elected directors will assume office at the conclusion of the meeting at which they were elected.

(d) Unless otherwise provided in the Articles of Incorporation or these Bylaws, in any election of directors, the candidates elected are those receiving the largest number of votes cast by the directors entitled to vote in the election, up to the number of directors to be elected by such directors.

(e) Each director will hold office for the term for which the director is elected and until the director's successor is selected and qualified.

(f) Nominations for election to the board of directors will be accepted prior to any meeting of the board of directors.

3.3 Removal of Directors. Unless otherwise provided in the Articles of Incorporation or these Bylaws, any director may be removed, with or without cause, by a majority of the directors at a meeting of directors at which a quorum is present.

3.4 Vacancies. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining board of directors even though less than a quorum is present. A director elected or appointed, as the case may be, to fill a vacancy will be elected or appointed for the unexpired term of the director's predecessor in office.

3.5 Quorum of Directors. A majority of the number of directors fixed by, or in the manner provided in these Bylaws, will constitute a quorum for the transaction of business, unless otherwise provided in the Articles of Incorporation or these Bylaws, but in no event will a quorum consist of less than one-third of the number of directors so fixed or stated. The act of the majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors, unless the act of a greater number is required by the Washington Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws.

3.6 Assent Presumed – Procedures for Dissent or Abstention. A director of the Corporation who is present at a meeting of its board of directors at which action on any corporate matter is taken will be presumed to have assented to the action taken unless the director's dissent or

abstention is entered in the minutes of the meeting or unless the director delivers the director's dissent or abstention to such action to the person acting as the secretary of the meeting before the adjournment thereof, or delivers such dissent or abstention to the secretary of the Corporation immediately after the adjournment of the meeting which dissent or abstention must be in the form of a record. Such right to dissent or abstain will not apply to a director who voted in favor of such action.

3.7 [RESERVED].

3.8 [RESERVED]

3.9 Committees.

(a) The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees each of which must consist of two or more directors, which committees, to the extent provided in such resolution, in the Articles of Incorporation of the Corporation or in these Bylaws, will have and exercise the authority of the board of directors in the management of the Corporation, provided that no such committee will have the authority of the board of directors in reference to:

- (1) amending, altering or repealing these Bylaws;
- (2) electing, appointing or removing any member of any such committee or any director or officer of the Corporation;
- (3) amending the Articles of Incorporation;
- (4) adopting a plan of merger or adopting a plan of consolidation with another corporation;
- (5) authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business;
- (6) authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor;
- (7) adopting a plan for the distribution of the assets of the Corporation; or
- (8) amending, altering or repealing any resolution of the board of directors which by its terms provides that it may not be amended, altered or repealed by such committee.

(b) The designation and appointment of any such committee and the delegation thereto of authority will not operate to relieve the board of directors, or any individual director of any responsibility imposed upon it or the director by law.

(c) Executive Committee. If created, the Executive Committee shall consist of the President, the Vice-President, the Secretary, the Treasurer, and three (3) Members-At-Large. The at-large members shall be nominated and elected by the board of directors for a term of one (1) year. Subject to the limitations in Section 3.9(a), the Executive Committee has the authority to act in lieu of the board of directors where it is impossible or impracticable for the full board to take action with respect to emergency situations related to personnel, finance

and legal concerns. If a situation arises where the Executive Committee must take emergency action, a member of the Executive Committee will facilitate in polling the directors by phone or meeting to the extent possible prior to taking such action. The Executive Committee will make a written report to the board of directors of all action taken by the Executive Committee for review and ratification by the board at each board meeting.

(d) Standing Committees. The Corporation may have the following standing committees, in addition to any other committees designated in accordance with Section 3.9(a): (1) Personal and Professional Practices Committee; (2) Community Relations Committee; and (3) Finance and Budget Committee. Each of these Standing Committees may exercise the authority of the board of directors in the management of the Corporation, subject to the limitations set forth in Section 3.9(a).

(e) [RESERVED]

(f) [RESERVED]

(g) [RESERVED]

3.10 Place and Notice of Directors' Meetings.

(a) Meetings of the board of directors, regular or special, may be held either within or without the State of Washington.

(b) A regular annual meeting of the board of directors may be held at a time and location determined by the board of directors.

(c) Regular meetings of the board of directors or of any committee designated by the board of directors may be held with or without notice. Regular meetings of the board of directors should be held at least once every two (2) months, or as frequently as necessary to fully and adequately conduct the business of the Corporation. Special meetings of the board of directors or any committee designated by the board of directors will be held upon one (1) days' notice. Special meetings of the board of directors may be called by the President or upon the request of four (4) directors, unless there are only three directors, in which case a special meeting may be called upon the request of three (3) directors. Attendance of a director or a committee member at a meeting will constitute a waiver of notice of such meeting, except where a director or a committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors or any committee designated by the board of directors need be specified in the notice or waiver of notice of such meeting unless required by these Bylaws. If notice of regular or special meetings is provided by electronic transmission, it must satisfy the requirements of Section 3.11.

(d) Except as may be otherwise restricted by the Articles of Incorporation or these Bylaws, members of the board of directors or any committee designated by the board of directors may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means will constitute presence in person at a meeting.

3.11 Notice by Electronic Transmission – Consent Required – When Effective.

- (a) A notice to be provided by electronic transmission must be electronically transmitted.
- (b) Notice to directors in an electronic transmission that otherwise complies with the requirements of the Washington Nonprofit Corporation Act is effective only with respect to directors who have consented, in the form of a record, to receive electronically transmitted notices under the Washington Nonprofit Corporation Act.
 - (1) Notice to directors includes material that the Washington Nonprofit Corporation Act requires or permits to accompany the notice.
 - (2) A director who provides consent, in the form of a record, to receipt of electronically transmitted notices must designate in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted.
 - (3) A director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Corporation in the form of a record.
 - (4) The consent of any director is revoked if the Corporation is unable to electronically transmit two consecutive notices given by the Corporation in accordance with the consent, and this inability becomes known to the secretary of the Corporation or other person responsible for giving the notice. The inadvertent failure by the Corporation to treat this inability as a revocation does not invalidate any meeting or other action.
- (c) Notice to directors who have consented to receipt of electronically transmitted notices may be provided notice by posting the notice on an electronic network and delivering to the director a separate record of the posting, together with comprehensible instructions regarding how to obtain access to this posting on the electronic network.
- (d) Notice provided in an electronic transmission is effective when it:
 - (1) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or
 - (2) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

3.12 Waiver of Notice. Whenever any notice is required to be given to any director of the Corporation under the provisions of the Washington Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or these Bylaws, a waiver in the form of a record executed by the person or persons entitled to such notice, whether before or after the time stated therein, will be equivalent to the giving of such notice.

3.13 Action by Directors Without a Meeting. Subject to the provisions of the laws of the State of Washington, any action that is required or permitted to be taken at a meeting of the Board of

Directors may be taken without such a meeting if approved by either (a) written consent; or (b) electronic voting.

(a) Written Consent. Any action required or which may be taken at a meeting of the Board of Directors may be taken without a meeting if the Board members holding at least the minimum number of votes that would be necessary to authorize or take such action at a meeting (at which all Board members entitled to vote on the action were present and voted), approve of the action. Such written consents may be given in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book of the Foundation.

(b) Electronic Voting. An action may be approved by electronic voting if the Board members holding the minimum number of votes that would be necessary to authorize or take action: (1) have consented to receive electronic notice in accordance with RCW 24.03.080; (2) all such consenting Board members are advised of the issue electronically and given a reasonable opportunity to evaluate the issue and discuss it over e-mail with other Board members; and (3) express their approval of the action in an e-mail address designated by the Board.

3.14 Duties of a Director.

(a) A director must perform the duties of a director, including the duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(b) In performing the duties of a director, a director will be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) one or more officers or employees of the Corporation whom the director believes to be reliable and competent in the matter presented;

(2) counsel, public accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(3) a committee of the board upon which the director does not serve, duly designated in accordance with a provision in the Articles of Incorporation or these Bylaws, as to matters within its designated authority, which committee the director believes to merit confidence, so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

3.15 Compensation. Board and committee members shall serve without compensation. Board members may be reimbursed for reasonable expenses incurred which are directly related to their service on the board.

- 3.16 Return of Property.** All board members shall, at the expiration of their term, return to the Corporation or a successor director, all monies, property, papers, records and books that may be in the departing director's possession.

SECTION 4 OFFICERS

4.1 Officers.

- (a) The officers of the Corporation must consist of a President, one or more Vice Presidents, a Secretary, and a Treasurer, each of whom must be elected or appointed annually by the board of directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. Such other officers and assistant officers or agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the Articles of Incorporation or these Bylaws.
- (b) Each officer shall serve a term of one (1) year. An officer may stand for re-election upon completion of his or her term, provided that an officer may not serve more than three (3) consecutive terms in a given office.
- (c) At the expiration of their term or upon removal from office, an officer shall turn over to the Corporation of the officer's successor all monies, property, papers, records and books of the Company in his or her possession.
- (d) The officers of the Corporation may be designated by such additional titles as may be provided in the Articles of Incorporation or these Bylaws.
- 4.2 Removal of Officers.** Any officer elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer will be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent will not of itself create contract rights.
- 4.3 President.** The President will supervise, direct, and control the affairs of the Corporation. The President also will perform all duties commonly incident to the office of president and other duties prescribed by the board of directors. The President will preside at all meetings of the board of directors and the Executive Committee. The President will appoint all committee chairpersons and recommend that the board establish such committees as may be required to accomplish the work of the board. The President shall be an ex-officio member of all committees except the nominating committee.
- 4.4 Vice Presidents.** The Vice President will perform the duties of the President if the President is absent, dies or is incapacitated. The Vice President will perform other duties prescribed by the board of directors or an authorized officer.
- 4.5 Treasurer.** The Treasurer, with the assistance of a designated staff member, will monitor all revenues and expenditures of the Corporation. The Treasurer shall, with the assistance of a designated staff member, report the Corporation's financial condition to the board of directors, as requested, and at the annual meeting of the board. The Treasurer will serve as Chair of the Finance Committee.

- 4.6 **Secretary.** The Secretary, with the assistance of a designated staff member, shall keep a complete record of the proceedings of all meetings of the board of directors and Executive Committee, and will perform such other duties as may be assigned by the board of directors.
- 4.7 **Executive Director.** The Executive Director (also known as the Chief Executive Officer) will serve as the administrator of the Corporation to carry out the policies of the Board of Directors. The Executive Director is responsible for the day-to-day operation of the agency programs, administrative matters, patient care services, and for meeting the rules and ethical standards of governing agencies and the policies and standards of the agency.

SECTION 5 INDEMNIFICATION

- 5.1 **Indemnification Rights and Limitations.** The directors, employees and agents of the Corporation have the indemnification rights set forth in Article XI of the Corporation's Restated Articles of Incorporation dated September 27, 2005, as such provisions may be amended from time to time.

SECTION 6 FINANCES

- 6.1 **Bank Accounts.** All monies of the Corporation shall be deposited in the name of the Corporation in such bank or bank or trust company or trust companies as the board of directors shall designate, and shall be drawn out only by such persons as may be designated from time to time by the board of directors.
- 6.2 **Fiscal Year.** The Corporation's fiscal year shall be from July 1 – June 30.
- 6.3 **Tax Exempt Status.** The Corporation shall maintain its federal tax-exempt status as a non-profit, charitable organization under Section 501(c)(3) of the Internal Revenue Code.
- 6.4 **Financial Audit.** The board of directors shall designate a licensed CPA firm to conduct a yearly independent audit of the Corporation's financial records. The audit shall be conducted in accordance with government auditing standards and OMB Circular A-133 (as amended or succeeded) applicable to major and non-major federal awards. The board of directors may at any time, in the board's sole discretion, order additional audits of the Corporation's financial records when deemed necessary and when supported by a majority vote of the directors.
- 6.5 **Dissolution.** Upon dissolution of the Corporation as provided for by law, all of the remaining assets of the Corporation shall be distributed to any other corporation which qualifies for exemption under the provisions of Section 501(c)(3) of the Internal Revenue Code, or acts amendatory or supplementary thereto, and which is a charitable organization for the rehabilitation of chemically dependent people. Any such assets not so disposed of shall be disposed of by the Superior Court of Clark County, Washington, exclusively for a purpose described above, or to such organization or organizations as said Court shall determine are organized and operated for similar purposes.

SECTION 7 GENERAL

- 7.1 **Bylaws.** The power to alter, amend or repeal these Bylaws or adopt new bylaws is vested in the board of directors by vote of a majority of directors unless otherwise provided in the Articles of Incorporation or these Bylaws.

7.2 Required Documents in the Form of a Record. The Corporation must keep at its registered office, its principal office in the State of Washington, or at its secretary's office if in the State of Washington, the following documents in the form of a record:

- (a) current Articles of Incorporation and these Bylaws;
- (b) correct and adequate statements of accounts and finances;
- (c) a list of officers' and directors' names and addresses; and
- (d) minutes of the proceedings of the board, and any minutes which may be maintained by committees of the board.

7.3 Loans to Directors and Officers Prohibited. No loans may be made by the Corporation to its directors or officers. The directors of the Corporation who vote for or assent to the making of a loan to a director or officer of the Corporation, and any officer or officers participating in the making of such a loan, will be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

SECTION 8 DEFINITIONS

All terms used in these Bylaws that are defined in the Washington Nonprofit Corporation Act will have the meanings ascribed to them in the Washington Nonprofit Corporation Act.

These Amended and Restated Bylaws were adopted
by the board of directors of LIFELINE
CONNECTIONS on October 24, 2013.

Rusty Williams, Secretary