

BY-LAWS OF THE BOARD OF DIRECTORS
OF
MID-OHIO PSYCHOLOGICAL SERVICES, INC.

Dated _____

ARTICLE I. NAME AND OFFICE

1. The name of this corporation shall be Mid-Ohio Psychological Services, Inc.
2. The principal office of this organization is 123 South Broad Street, Suite 205, Lancaster, Fairfield County, Ohio 43130, or any other location that may be designated by the Board of Directors.

ARTICLE II. PURPOSE.

1. The primary purpose of this corporation is to operate a not for profit psychological services, providing also a comprehensive substance and sexual abuse diagnosis, prevention, and treatment services, and forensic psychology, for the residents of Ohio and to do all acts necessary and proper to realize that purpose.
2. Services which this corporation may provide shall be neither rendered nor denied on the basis of race, color, religion, national origin, or, unless programmatically justified, sex.
3. This corporation will not discriminate, or otherwise base any matter regarding employment, appointment, or election to the Board of Directors or as an officer, or to be a member of the corporation, on the basis of race, color, national origin, ancestry, religion, or sex.
4. This corporation is a nonprofit corporation. No part of any net earnings or funds shall inure to the benefit of any member or individual, except that officers of the corporation can receive compensation for services as officers.

ARTICLE III. BOARD OF DIRECTORS.

1. The corporation shall be managed by a Board of Directors. Each director shall be at least 18 years of age. The initial Board of Directors shall consist of three persons. Thereafter, the number of directors constituting the entire Board shall be no less than three, nor more than fifteen. Directorships may be

fixed from time to time by action of the Board of Directors. The number of directors may be increased or decreased by action of the Board, provided that any action effecting such increase or decrease shall require a majority vote of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

2. The initial Board of Directors shall consist of those persons named as the initial Board of Directors in the Articles of Incorporation of the Corporation. The term of office shall be three years.
3. (a) Members of the Board of Directors shall be residents of Ohio.

(b) Additional directors may be named by the initial Board of Directors, one-third of whom shall serve three-year terms, one-third shall serve two-year terms, and the remaining third shall serve one-year terms. Each director shall hold office until the expiration of the term for which he was elected, and until his successor has been fully elected and qualified, or until his prior resignation or removal as herein provided.

(c) A director may resign at any time by giving written notice to the Board of Directors, or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of the resignation shall not be necessary to make it effective.

(d) Any member of the Board of Directors may be removed, with or without cause, by a majority vote of the Board of Directors.

(e) The Board of Directors shall appoint a director to serve as Chairperson of Nominations. As terms expire, the Chairperson of Nominations shall present a slate derived from the residents of Ohio.

(f) Newly created directorships or vacancies on the Board of Directors may be filled by a majority vote of the Board of Directors then in office, although less than a quorum, unless otherwise provided in the Articles of Incorporation of the Corporation.

(g) A representative of the Fairfield County Mental Health Board may be named as an ex-officio director of the Board of Directors.
4. (a) Meetings of the Board of Directors shall be held at

such time and place as shall be fixed by the Board of Directors from time to time.

- (b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairperson, or by a majority of the directors then in office.
 - (c) A director who fails to attend three consecutive regular or special meetings of the Board of Directors without providing notification of the anticipated absence may be removed from the Board of Directors, and the Chairperson shall so inform the individual.
 - (d) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any Director who signs a Waiver of Notice before or after the meeting, or who attends the meeting without protesting the lack of notice to him.
 - (e) Directors shall abstain in voting on matters directly affecting persons employed, or to be employed, by the Corporation who are directly related to the directors by consanguinity or marriage.
5. Except to the extent herein, or in the Articles of Incorporation of the Corporation provided, a majority of the entire members of the Board of Directors shall constitute a quorum. At any meeting held to remove a director, a quorum shall consist of a majority of the directors present at such meeting. When a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the directors of the Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by a majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all directors entitled to vote thereon and filed with the Minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of

the Board of Directors.

ARTICLE IV. OFFICERS.

1. The Board of Directors may elect or appoint a Chairperson of the Board of Directors, one or more Vice Chairpersons, a Secretary, a Treasurer, and such other officers as they may determine. The Chairperson may, but need not, be a director. Any two or more offices may be held by the same person, except the office of Chairperson and Secretary.
2. (a) The Chairperson shall be the chief executive officer of the Corporation, shall have responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors. The Chairperson shall be an ex-officio of all committees of the Board of Directors.

(b) During the absence or disability of the Chairperson of the Corporation, the Vice Chairperson, or, if there be more than one, the Executive Vice Chairperson, shall have all the powers and functions of the Chairperson. The Vice Chairperson shall perform such duties as may be prescribed by the Board of Directors from time to time.

(c) The Treasurer shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute contracts in the name of the Corporation when countersigned by the Chairperson; he may also sign checks, drafts, notes, and orders for the payment of money, which shall have been duly authorized by the Board of Directors. He shall assure that the financial records maintained by the accountant, auditor, and management entity comply with the requirements of federal, state and local law, and shall submit reports for the review by the Board of Directors as the Board of Directors may determine from time to time.

(d) The Secretary shall record the minutes of meetings of the Board of Directors. He shall have custody of the seal of the Corporation, if any, and shall affix and attest the same to documents duly authorized by the Board of Directors, and shall have charge of the records of the Corporation.

3. The Board of Directors shall have four (4) regular meetings a year, having one meeting per quarter.
4. All meetings shall be "open" meetings except when the presiding officer declares the meeting closed for consideration of personnel or client matters.

ARTICLE V. MISCELLANEOUS

1. The Corporation shall keep at the principal office of the corporation, appropriate records of accounting and Minutes of the meetings of the Board of Directors, meetings of committees appointed by the Board of Directors, as well as records of members of the Board of Directors, to include names, addresses, telephone and social security numbers.
2. The Corporate Seal shall be in such form as the Board of Directors shall prescribe from time to time.
3. The Fiscal Year of the Corporation shall be fixed by the Board of Directors, from time to time, subject to applicable law.
4. By-laws of the Corporation shall be subject to alteration or repeal, and new By-laws may be effected by a majority vote of the members of the Board of Directors.