AMENDED AND RESTATED BYLAWS
OF
MESADEVELOPMENTAL SERVICES, D.B.A. STRIVE

ARTICLE I
OFFICES

The principal office of Mesa Developmental Services, hereinafter called "Corporation," shall be located in the City of Grand Junction, County of Mesa, State of Colorado. The Corporation may have such other offices, either within or without the State of Colorado, as the Board of Directors ("Board") may from time to time deem advisable.

ARTICLE II
MEMBERSHIP

The Corporation shall be a non-profit corporation without members.

ARTICLE III
BOARD OF DIRECTORS

SECTION 1: General Powers. Control and management of the affairs and business of the Corporation shall be vested in its Board. The directors shall act only as a Board and no individual director will have power or authority to act independently of the Board. The Board shall have, unless otherwise delegated by appropriate resolution of the Board or these Bylaws, exclusive authority to elect the officers and to adopt and establish policies governing the operation of the Corporation.

SECTION 2: Number, Tenure, and Qualifications. The number of directors of the Corporation shall consist of not less than five nor more than sixteen (16) voting members. The specific number of directors of the corporation shall be established by a vote of the directors by resolution to fix the exact number of directors. The intent of these Bylaws is to comply with all applicable state and federal laws establishing requirements related to or concerning the composition of boards of directors generally, and with such laws that are specifically applicable to community centered boards.

2.1 The Board shall, at its annual meeting or as needed throughout the year, elect the number of persons necessary to fulfill the standard above. These Board members shall consist of persons who are interested in the objectives and purposes of the Corporation and who are from diverse
segments of the total community served by the Corporation. It shall be the policy of the Board to
elect individuals to the Board such that the Board members include, among others, one or more
persons from each of the following categories: interested persons representing the community at
large; family members of persons with intellectual and developmental disabilities who are
receiving services or supports; and persons with intellectual and developmental disabilities who
are receiving services or supports. Board members must be eighteen (18) years of age or older.
The Board shall endeavor to maintain at least a majority of members who have sufficient
experience and expertise in business matters and governance of corporations such that they can
analyze issues and make recommendations and decisions without being dependent on
management’s direction.

2.2 New incoming members of the Board shall receive training provided by the Corporation
on such topics as the duties of a Board member, the financial and fiduciary responsibilities
assumed by Board members, the intellectual and developmental disability system in the state, the
overall business functions of the Corporation, and any other matters that will, in the
determination of the Corporation and Board, allow the Board member to better understand and
fulfill his or her obligations to the Board and the role played by the Corporation and other
community-centered boards in the State of Colorado in connection with the delivery of services
for persons with intellectual and developmental disabilities.

2.3 Notwithstanding any other provisions of these Bylaws, a majority of members of the
Board shall be “Independent Directors.” To be an Independent Director, a director must have no
material relationship with the Corporation, other than as a director or recipient of services from
the Corporation which services may be provided to a family member of such director. The
determination of whether a director is an Independent Director shall be made by the Board in the
exercise of its discretion. For purposes of these Bylaws, a “family member” shall be defined as a
spouse, ancestor, brother and sister (whether whole or half-blood), child (whether natural or
adopted), grandchild, great grandchild, and a spouse of a brother, sister, child, grandchild and
great grandchild. In any event, a director will be determined to have a material relationship and
not be considered an Independent Director if the director has one of the following relationships:

2.3.1 The director was compensated as an officer or other employee of the Corporation
or of a related organization;

2.3.2 The director received a total compensation or other payments exceeding $10,000
during the Corporation’s current and prior tax year from the Corporation or from related
organizations as an independent contractor, other than reimbursement of expenses under an
accountable plan or reasonable compensation for services provided in the capacity as a member
of the governing body;

2.3.3 The director or any family member, was involved in a transaction with the
Corporation (whether directly or indirectly through affiliation with another organization) that is
required to be reported in Form 990, Schedule L for the organization’s current and prior tax year,
or in a transaction with a related organization of a type and amount that would be reportable on Form 990, Schedule L if required to be filed by the related organization;

2.3.4 The director or a family member is affiliated in a professional capacity with the law firm that has been the primary legal advisor of the Corporation, a management entity, or accounting firm that has been retained by the Corporation or a management entity for auditing or consulting services;

2.3.5 The director is a director, officer or trustee of a charitable entity that is not an affiliate of the Corporation or controlled by the Corporation, wherein the Corporation’s discretionary charitable contributions are twenty-five percent (25%) or more of the charitable entity’s total revenue.

2.4 The term of directors shall be three (3) years, provided however, the Board may stagger the terms of directors at the election of directors. Directors who have completed three consecutive three (3) year terms shall be ineligible for re-election until they have been off the Board a minimum of one year. The initial term of a Board member elected to fill a vacancy shall be limited to the remainder of the departing director’s term. Staff members of the Corporation and employees or board members of service agencies shall not serve on the Board and are prohibited from voting in elections for members of the Board. “Service agency” means an individual or any publicly or privately operated program, organization, or business providing services or supports for persons with developmental disabilities as authorized by the Division for Intellectual and Developmental Disabilities of the Department of Public Policy and Financing.

2.5 Should any member of the Board cease to have any of the qualifications or meet the requirements necessary to serve as director, then said director shall be removed and the remaining directors shall fill the vacancy thereby created.

2.6 The Corporation shall provide a direct e-mail address for communication to each member of the Board on the website of the Corporation. The email address selected must specify the name of the individual Board member and make reference to the Corporation. An email that is sent to a member of the Board shall not be filtered by an employee of the Corporation before it is sent to the member of the Board.

SECTION 3: Vacancies. Any director may resign at any time by giving written notice to the Chair or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, except that the effective time cannot be earlier than when the written notice is received by the Chair or the Secretary. The acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring on the Board before the annual meeting may be filled by the affirmative vote of a majority of the remaining directors, even though they comprise less than a quorum. The initial term of a director elected to fill a vacancy shall expire at the time that the departing director’s term would have expired, as provided in subsection 2.4.

SECTION 4: Regular Meetings. The Board shall hold no fewer than three regular meetings per year. The regular meeting held in May shall be designated the annual meeting. The time and
place of the regular meetings, or for additional regular meetings, shall be set by resolution of the Board, without the provision of notice to the Board members other than such resolution.

SECTION 5: Special Meetings. Special meetings of the Board may be called by a resolution of the Board, the Chair, or any four directors. Where a special meeting is called by resolution, said resolution shall set the date, time and place. Where called by the Chair or by four directors, the date, time and place shall be set by the Chair or, if the Chair is unable to act, by the Secretary. Members of the Board shall be notified of the date, time and place of any special meetings at least two days in advance of the meeting by hand delivery, by United States mail, postage prepaid, or by email, and such notice shall be deemed delivered when hand delivered, mailed or emailed, as appropriate.

SECTION 6: Waiver of Notice by Directors and Participation in Meetings.

6.1 Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because a 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 need be specified in the notice or waiver of notice of such meeting.

6.2 Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

6.3 Any action required or permitted to be taken at a Board meeting may be taken without a meeting if a notice stating the action to be taken, the time by which a director must respond, and that failure to respond by the time stated shall have the same effect as abstaining and failing to demand in writing by the time stated in the notice that action not be taken without a meeting is transmitted via United States mail, postage prepaid, fax, email or hand delivered message to each member of the Board; and each member of the Board, by the time stated in the notice votes for such action, votes against such action, abstains from voting, or fails to respond or vote; and fails to demand that action not be taken without a meeting.

6.3.1 No action taken pursuant to this section 6.3 shall be effective unless a written communication, including a fax or email, from the majority of members affirms the action and the action is not revoked pursuant to subsection 6.3.2 below. A director’s right to demand that action not be taken without a meeting shall be deemed to have been waived if the Corporation receives a written communication, including a fax, email or hand delivered message, expressing a vote for or against the action and the director does not revoke his/her vote pursuant to subsection 6.3.2 of this section. Unless the notice provided under Section 6.3 provides for a different effective date, action taken pursuant to this section shall be effective at the end of the time stated in the notice provided pursuant to Section 6.3.
6.3.2 Any director who votes, abstains, or demands that action not be taken without a meeting pursuant to this section may revoke such action by written communication, including a fax, email or hand delivered message, if such is received by the Corporation within the time stated in the notice provided under Section 6.3.

6.3.3 Action taken pursuant to this section has the same effect as action taken at a meeting of directors and may be described as such in any document.

6.3.4 All written communication, email, fax or hand delivered messages necessary for any action taken pursuant to this section shall be filed with the minutes of the meetings of the Board.

SECTION 7: Quorum. A majority of the Board members shall constitute a quorum for the transaction of business at any meeting of the Board, and the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the Board.

SECTION 8: Compensation and Conflict of Interest. Directors and officers, other than officers who are employees of the Corporation, shall not receive any compensation for their services as directors or officers of the Corporation or for their attendance at Board meetings or other functions on behalf of the Corporation. This does not preclude a director from being reimbursed for reasonable expenses incurred at the request of, and with the approval of, the Board in fulfilling responsibilities as a director or officer. Further, it does not preclude directors receiving compensation for services provided to the Corporation in another capacity so long as such compensation is in compliance with state and federal law and is not in violation of the following provisions on conflict of interest.

8.1 Any director with a potential conflict of interest on a matter before the Board shall so declare and be disqualified from participating in any discussion by the Board of the matter and from providing input or voting on the matter. This does not preclude the director’s participation in a discussion of whether, in fact, the director’s circumstances create a conflict of interest.

8.2 Not all circumstances which constitute a conflict of interest can be described in these Bylaws, and each situation must be considered on a case-by-case basis. However, all board members are required to comply with the Corporation’s policy related to conflicts of interest, which is attached hereto as “Attachment A” and incorporated by reference.

8.2.1 No loans shall be made by the Corporation to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

8.3 Directors shall at all times abide by the “standards of conduct” and “conflict of interest” provisions set forth in the Colorado Revised Nonprofit Corporation Act, as amended, and in particular, Sections 7-128-401, et seq., C.R.S. and 7-128-501, C.R.S.
SECTION 9: Presumption of Assent. A director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the dissent shall be entered into the minutes of the meeting, or written dissent to such action is filed with the person acting as the secretary of the meeting before the adjournment thereof, or such written dissent is forwarded to the Secretary of the Corporation prior to the next meeting of the Board. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 10: Public Meetings. All meetings of the Board shall be open to the public, except that by vote of a two-thirds majority of members present the Board may elect to address the following matters in executive session: the purchase, acquisition, lease, transfer, or sale of any real, personal, or other property interest; conferences with an attorney for the purpose of receiving legal advice on specific legal questions; matters required to be kept confidential by federal or state law or rules or regulations; specialized details of security arrangements or investigations; determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations and instructing negotiators; and personnel matters. Each meeting of the Board must allow for public comment, and the agenda for such meetings must reflect this requirement. Public comment must be reasonably permitted during the board meeting to accommodate community needs.

SECTION 11: Public Notice of Meetings and Agendas. Not less than fourteen (14) business days prior to the date of the meeting, the Corporation shall post the date, time, and location of each regular meeting of the Board: (1) in an identified public place at the Corporation offices; and (2) on the website of the Corporation. The Corporation shall post the notice of meeting described above for any special meeting of the Board not less than twenty-four hours before the meeting. In addition, notice of meetings of the board of directors shall be made available at no cost to service agencies and anyone who requests the notice.

11.1 The Corporation shall post the agenda for each meeting of the Board on the website of the Corporation not less than seven (7) business days prior to the date of the meeting. The Board shall post on the website of the Corporation the agenda of any special meeting of the Board not less than twenty-four (24) hours before the meeting. Any documents related to functions of the Corporation to be distributed at a meeting of the Board that are available for public dissemination at the time the agenda is posted must also be posted on the website of the Corporation at the time the agenda is posted, and written copies of such documents must be made available for public dissemination at the Board meeting; except that, the posting requirement specified in this section does not apply to any document, or any portion of such document, the disclosure of which requires the approval of the Board and which approval has not been obtained as of the time the agenda is posted or any other document, or any portion of such document, containing any information that is legally prohibited from being disclosed to the public pursuant to the privacy requirements specified in the health insurance portability and accountability act, any document that has been or will be discussed by the board of directors meeting in executive session, or any other document the disclosure of which is otherwise prohibited by law.
SECTION 12: Removal. A director may be removed, with or without cause, by a vote of the majority of the directors.

SECTION 13: Minutes. Written minutes of all public Board meetings shall be maintained for a minimum of three years and filed as a matter of agency record. Copies of such minutes shall be made available to the public on request with the payment of a reasonable fee for copying not to exceed the costs allowed in section 24-72-205, C.R.S. The Corporation shall post on the website of the Corporation the minutes of each meeting of the Board as such minutes are approved by the Board. The Corporation shall also post on the website of the Corporation any additional documents that were distributed to the Board at such meeting that were not, as of that date, already posted on the website unless the public distribution of such documents, or any portion of such documents, is otherwise prohibited pursuant to the privacy requirements specified in the health insurance portability and accountability act or as otherwise prohibited by law. Minutes of special meetings of the Board must be posted after approval by the Board of the same at the Board’s next regular meeting.

ARTICLE IV

OFFICERS

SECTION 1: General. The officers of the Corporation shall consist of the “President and Chief Executive Officer” or “CEO” who shall be an employee of the Corporation, a Chair, a Vice-Chair, a Secretary, and a Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. One person may hold any two offices, except that no person may simultaneously hold the office of Chair and Secretary. The Board hires the President and CEO of the Corporation, who reports to the Board and is the highest level employee of the Corporation. Except for such other officers or assistant officers designated and appointed by the Board who are not employees of the Corporation, all other personnel are hired by and report to the President and CEO. In all cases where the duties of any officer or their agent are not prescribed by the Bylaws or the Board, such officer or their agent shall follow the orders and instructions of the Chair.

SECTION 2: Election and Term of Office. All of said officers shall be elected by the Board at the annual meeting and shall immediately assume office upon such election; provided however the Chair shall be elected to hold such office for a period of two years, unless such term is expressly limited to one year by the Board upon the Chair’s election to such office. Each term of office shall be for one year or until the successor officers are duly elected and qualified.

SECTION 3: Removal. Any officer may be removed by a two-thirds majority vote of the Board whenever, in its judgment, the best interests of the Corporation will be served thereby.

SECTION 4: Vacancies. Any officer may resign at any time by giving written notice to the Board or to the Chair or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation
shall not be necessary to make it effective. A vacancy in any office held by a Board member, however occurring, may be filled by the Board for the unexpired portion of the term.

SECTION 5: Chair. The Chair shall, subject to the direction and supervision of the Board, be the highest level officer of the Corporation and shall serve in such position for a term two (2) years, unless such term is expressly limited to one year by the Board, if so elected and designated by the Board. Regardless of the length of the term, the Chair may serve in such capacity for multiple and consecutive terms so long as re-elected by the Board. The Chair shall preside at all meetings of the Board. The Chair shall appoint those committees necessary for the operation of the Board and shall be a standing member of all committees. Such committees may include non-members of the Board in addition to Board members, unless otherwise provided in these Bylaws.

SECTION 6: Vice Chair. The Vice Chair shall assist the Chair, perform such duties as may be assigned by the Chair or by the Board and, in the absence of the Chair, have the power to perform the duties of the Chair.

SECTION 7: Secretary. The Secretary shall: (a) Keep the minutes of the proceedings of the Board and the Executive Committee; (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) Be custodian of the corporate records and of the seal of the Corporation and affix the seal to all documents when authorized by the Board; (d) Keep a record containing the names and addresses of all directors; and (e) 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/her by the Chair or by the Board. The Secretary shall at his/her discretion perform these duties either personally or through such Corporation’s staff, under the Secretary’s supervision, to whom such tasks and duties are delegated or assigned. All books and records of the Corporation may be inspected by any member of the Board for any proper purpose at any reasonable time.

SECTION 8: Treasurer. The Treasurer shall be the principal financial officer of the Corporation and shall assume the care and custody of all funds, securities, evidences of indebtedness, and other personal property of the Corporation. The Treasurer shall perform all other duties incident to the office of the Treasurer and, upon the request of the Board, shall make such reports to it as may be required at any time. The Treasurer shall present, or cause to be presented, the financial statements of the Corporation for the approval of the Board at each regularly scheduled meeting of the Board. The financial statements must reflect accurate and current financial information and be prepared using generally accepted accounting principles. Where exigent circumstances are present that materially affect the preparation of the financial statements on a monthly basis, such statements may be presented for the approval of the Board at the next regularly scheduled meeting of the Board but not less than at least once each quarter of the calendar year. The Treasurer shall be covered by the Corporate Bond, conditioned upon the faithful performance of duties and for the restoration to the Corporation of all books, papers, vouchers, money, and other property of whatever kind in the Treasurer’s possession or under the Treasurer’s control belonging to the Corporation. The Treasurer shall have such power and perform such other duties as may be from time to time prescribed by the Chair of the Board. The
Treasurer shall at his/her discretion perform these duties either personally or through the Corporation’s staff, under the Treasurer’s supervision, to whom such tasks and duties are delegated or assigned.

SECTION 9: President and Chief Executive Officer. Subject to direction and control of the Board, the President and Chief Executive Officer shall: be the Chief Executive Officer ("CEO") of the Corporation; exercise the authority necessary for the effective administration and management and direction of the Corporation within the limits of authority delegated to him or her by the Board of Directors; execute contracts on behalf of the Corporation; be a duly authorized representative of the Corporation; have general control over the business affairs of the Corporation; be charged with the responsibility for supervising agents and employees of the Corporation; provide leadership and administrative support in the conception, development and execution of the Corporation's objectives, policies, plans and programs, as adopted by the Board; establish and maintain a sound plan of organization to ensure that subordinates are delegated adequate authority to carry out their responsibilities within an appropriate framework of control; coordinate the continued planning and long range development of the Corporation; coordinate the development of sound public relations and fund development programs for the Corporation; establish operating committees; and maintain continuing relationships with the business and civic community, with government agencies, and with private foundations supporting health activities and represent the Corporation at local, state and administrative levels. The CEO shall be paid compensation as determined by the Board or Executive Committee. The CEO may be removed, with or without cause or notice, by the Board and shall be subject to the authority of the Board.

ARTICLE V
COMMITTEES

SECTION 1: Executive Committee. Officers, other than the officers who are employees of the Corporation, and the immediate past Chair shall serve as the Executive Committee, which shall have and may exercise all of the authority of the Board between regular Board meetings or such lesser authority as may be set forth in a Board resolution. No such delegation of authority shall operate to relieve the Board or any member of the Board from any responsibility imposed by law. The Executive Committee is responsible for the supervision, contract and annual evaluation of the CEO. The Executive Committee will also be responsible for approval of Consent Agendas that refer to changes made to non-substantive policies.

SECTION 2: Nominating Committee.

2.1 Election and Term of Office. A nominating committee shall be elected by the Board from the membership of the Board at the annual meeting and shall assume office upon such election. Each term of office shall be for one year. Should a vacancy occur on this Committee, the Chair may appoint a Board member to fill the vacancy until the next annual meeting.

2.2 Duties. The nominating committee shall serve in the following capacities:
2.2.1 The committee shall meet two months prior to the annual meeting to prepare a slate of officers and nominating committee members for presentation and vote at the annual meeting. Committee members shall secure consent from each of the candidates prior to presenting the slate to the Board.

2.2.2 Should a vacancy occur on the Board during the year, it shall be the duty of the nominating committee to actively seek a replacement and present their suggestion to the Board.

2.2.3 Should the opportunity to add an additional member to the Board arise during the year, the committee shall pursue the possibility and present their findings to the Board.

2.2.4 In making selections, the committee shall be aware of the need and desirability to maintain a diverse Board and shall make sure that the composition includes members from client families, consumers, and the community in accordance with Article III, Section 2 above.

SECTION 3: The Family Support Council. The Family Support Council (the Council) is established and maintained by the Board pursuant to Section 25.5-10-301 et seq., C.R.S. and 10 CCR 2505-10 8.613, as amended or relocated from time to time. The Council provides direction and assistance to the Corporation in the development of a family support plan for Mesa County; monitors the implementation of the supports or services provided pursuant to the plan; and provides a written report to the Corporation and the Colorado Division of Intellectual and Developmental Disabilities of its involvement in these duties. It also makes recommendations to the Corporation regarding budget parameters for the Family Support Services program, including, but not limited to, the maximum amount any one family may receive through the Family Support Services program during any given fiscal year. It cooperates with the Corporation in evaluating the effectiveness of the Family Support Services program on an annual basis.

3.1 Membership. The majority of the members and the chairperson of the Council shall be members of families with a person with a developmental disability living in the home. New members are recruited from Mesa County, and approved by the Council and the Board. The size of the Council must be no less than five (5) persons.

3.2 Board Rules. The Board adopts rules governing the Council, in accordance with Section 25.5-10-301 et seq., C.R.S. and 10 CCR 2505-10 8.613 (as and amended or relocated from time to time), which rules may be amended from time to time by the Board.

SECTION 4: The Finance/Audit Committee. The Finance/Audit Committee is appointed by the Chair of the Board from the Board members, and must include at least one person with an expertise in finances. Its role is to review the findings of the Corporation’s annual audit, develop and review the investment plan, review budgets and large capital expenditures, review the financial statement of the Corporation, and other financial matters referred to the committee by the Board, and make recommendations to the Board on these areas of review.
ARTICLE VI
INDEMNIFICATION OF OFFICERS AND DIRECTORS

SECTION 1: Indemnification in General. The Corporation shall indemnify and advance expenses to a director, officer, employee or agent of the Corporation and of D. D. Housing, Inc. in connection with a proceeding to the fullest extent permitted by and in accordance with section 7-129-101 et seq., C.R.S. and any amendment or reenactment thereof. The foregoing right of indemnification shall not be exclusive of other rights to which the director may be entitled as a matter of law.

SECTION 2: Deductible and Defense Costs. Subject to the provisions of Article VI, Section 1 above, the Board and directors of D. D. Housing, Inc. shall also be indemnified from the retention (deductible) amount on the Director’s and Officer’s Liability insurance and the defense costs when the suit is in excess of the limit of the policy and the Corporation shall cover the applicable retention amount or amount in excess of any judgment/defense costs over the covered amounts.

SECTION 3: Insurance. The Corporation shall maintain a minimum of one million dollars coverage through Director’s and Officer’s Liability insurance for the benefit of the Board and for the directors of D. D. Housing, Inc.

ARTICLE VII
MISCELLANEOUS

SECTION 1: Waivers of Notice. Whenever notice is required by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the director or other person entitled to said notice, whether before, at, or after the time stated therein, or his appearance at such meeting in person shall be equivalent to such notice.

SECTION 2: Audit. There shall be an annual audit of the Corporation’s books by a person who is not a member of the Board but who is selected annually in accord with applicable state and local guidelines and procedures, and a report of said audit shall be presented to the Board not less than once each year at a regular or special meeting of the Board.

SECTION 3: Seal. The corporate seal of the Corporation shall be circular in form or in such form as shall be approved by resolution of the Board of Directors, and shall contain the name of the Corporation and the words, “Seal, Colorado.” The impression of the seal shall be made by an officer of the corporation and attested to by the Secretary.

SECTION 4: Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of July and end on the 30th day of the next June.
SECTION 5: Amendments. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the majority of directors present at any regular meeting or any special meeting of the Board.

The foregoing Amended and Restated Bylaws were adopted by the Board of Directors of the Corporation on April 25, 2017.

Judy Hornburg, Secretary
Mesa Developmental Services dba STRiVE

Date 05-15-17