

APPROVED BY BOARD 11/19/2018
BYLAWS

OF

NEW YORK COUNCIL ON CHILD AND ADOLESCENT PSYCHIATRY, INC.
(the "Corporation")

ARTICLE I

Offices

Section 1.01. The registered office of the Corporation shall be in the District of Columbia. The Corporation may have such other offices either within or without the District of Columbia as the Board of Directors may from time to time determine or as the business of the Corporation may require.

ARTICLE II

Members

Section 2.01. The Corporation shall have no voting members.

ARTICLE III

Board of Directors

Section 3.01. Except as otherwise provided by law or these Bylaws, the Board of Directors shall have exclusive control over the property, funds and affairs of the Corporation.

Section 3.02. The Board of Directors shall consist of such number of persons, not less than three (3), as may be fixed from time to time by the Board of Directors; provided that the

number of directors shall not be reduced so as to shorten the term of any director at the time in office; and provided, further, that the number of directors shall initially be three (3).

Section 3.03. Directors shall be elected annually at the annual meeting of the Board by majority vote by anonymous ballot of the directors then in office. A nominating committee comprised of the President, President Elect and Past President will present the prospective directors to the Board prior to the election. Notwithstanding anything contained in these Bylaws to the contrary, each director shall hold office until a successor is elected and qualifies or until that director's earlier resignation, removal or death. If the annual election of directors is not held on the date designated therefor, the directors shall hold such election as soon thereafter as convenient.

Section 3.04. Whenever a vacancy exists on the Board of Directors, whether by death, resignation or otherwise, the vacancy shall be filled by a vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. A director elected to fill a vacancy shall hold office for the remainder of the unexpired term of his or her predecessor in office, subject to the power of removal stated in these Bylaws.

Section 3.05. Any director may resign from office at any time upon giving written notice to the Corporation. Any such resignation shall take effect at the time it specifies or, if the time be not specified, upon receipt, and the acceptance of such resignation, unless required by its terms, shall not be necessary to make such resignation effective.

Section 3.06. A director may be removed at any time, with or without cause, by the affirmative vote of a majority of the directors then in office.

ARTICLE IV

Meetings of the Board of Directors

Section 4.01. Meetings of the Board of Directors, regular or special, may be held within or without the District of Columbia upon not fewer than fourteen (14) days notice to each director, either personally or by mail, telephone, telegram or facsimile, subject to waiver of notice as provided in the District of Columbia Nonprofit Corporation Act. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Regular meetings shall be held at least once each year or more often as established from time to time by resolution of the Board of Directors or as required by the business of the Corporation. Special meetings of the Board of Directors may be called by the President at any time and shall be called by the President upon the written request of a majority of the directors then in office.

Section 4.02. A majority of the number of directors then in office shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 4.03. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the directors.

Section 4.04. Any one or more members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4.05. At least annually, the Treasurer shall present, on behalf of the Board of Directors, the Board's annual report, verified by the Treasurer and President or a majority of the directors then in office, setting forth (i) the assets and liabilities of the Corporation as of the end of its fiscal year, (ii) the principal changes in assets and liabilities during its fiscal year, (iii) the revenue or receipts of the Corporation during the fiscal year and (iv) the expenses or disbursements of the Corporation during the fiscal year.

ARTICLE V

Committees

Section 5.01. The Board of Directors, by resolution adopted by a majority of directors then in office, may designate or appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

ARTICLE VI

Officers

Section 6.01. The officers of the Corporation shall be elected by the affirmative vote of a majority of the directors then in office and shall consist of a President, President-Elect, a Secretary and a Treasurer, and may include such other officers and assistant officers as may from time to time be deemed necessary. The President shall be chosen from the members of the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. The officers shall be elected to serve two-year terms.

Section 6.02. The Board of Directors may require any of the officers or employees of the Corporation to give bond to the Corporation with sufficient sureties, conditioned upon the faithful performance of the duties of their respective offices or employments.

Section 6.03. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the directors then in office. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors. An office may be held by the same individual for two or more consecutive terms.

The President

Section 6.04. The President shall be the chief operating officer of the Corporation; he or she shall have general and active management of the affairs and property of the Corporation and see that all orders and resolutions of the Board of Directors are carried into effect.

The President-Elect

Section 6.05. During the absence or disability of the President, exercise all of the functions of the President. The President-Elect shall also perform other duties as shall be assigned to him or her from time to time by the Board of Directors or by the President.

The Secretary

Section 6.06. The Secretary shall keep the minutes of all meetings of the Board of Directors. He or she shall give, or cause to be given, such notice of all meetings of the Board of Directors as may be required by these Bylaws and shall perform such other duties as shall be assigned to him or her from time to time by the Board of Directors or by the President.

The Treasurer

Section 6.07. The Treasurer shall be the chief financial officer of the Corporation. He or she shall exercise general and active supervision over the Corporation's assets and shall perform such other duties as shall be assigned to him or her from time to time by the Board of Directors or the President. The Treasurer have charge of all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys in the name and to the credit of the Corporation in such depositories as may be designated from time to time by the Board of Directors. He or she shall disburse the funds of the Corporation in accordance with the directions of the Board of Directors and, when the Board of Directors so requires, he or she shall provide an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

ARTICLE VII

Amendments

Section 7.01. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote a two-thirds (2/3) of the directors then in office at any regular or special meeting, provided that any such alteration, amendment, repeal or adoption shall be consistent with the requirements of section 501(c)(3) of the Code.

ARTICLE VIII

Indemnification

Section 8.01. To the fullest extent permitted by law, every person who is or was a director, officer, employee or agent of the Corporation shall have a right to be indemnified by the Corporation against all reasonable expenses incurred by him or her in connection with or resulting from any claim, action, suit or proceeding in which he or she may become involved as a party or otherwise by reason of being or having been a director, officer, employee or agent of the Corporation, provided, however, that said claim, action, suit or proceeding shall be prosecuted to a final determination and he or she shall be vindicated on the merits or, in the absence of such a final determination vindicating him or her on the merits, as the Board of Directors shall determine, subject to the provisions of Section 8.02 hereof, that his or her conduct did not constitute negligence or misconduct in the performance of a duty and that he or she fully cooperated with the Corporation in the defense or disposition of any said claim, action, suit or proceeding, such determination to be made by the Board acting through a quorum of disinterested directors or, in the absence of such quorum, on the basis of an opinion of counsel.

Section 8.02. For purposes of Section 8.01 hereof, "reasonable expenses" shall be deemed to include but not be limited to reasonable counsel fees and disbursements, judgments, fines, penalties and reasonable amounts paid in settlement; and "claim, action, suit or proceeding" shall be deemed to include every claim, action, suit or proceeding, whether civil or criminal, derivative or otherwise, administrative, judicial or legislative, at the trial level or on review, and shall include any reasonable apprehension or threat of such a claim, action, suit or proceeding. A settlement plea of nolo contendere, consent judgment, adverse civil judgment or

conviction shall not of itself create a presumption that the conduct of the person seeking indemnification constituted negligence or misconduct in the performance of a duty, but the Board of Directors shall be bound by a civil judgment or conviction adjudging the person liable for or guilty of such negligence or misconduct.

Section 8.03. The right of indemnification shall extend to any person otherwise entitled to it under this Article whether or not that person continues to be a director, officer, employee or agent of the Corporation at the time such liability or expense is incurred. The right of indemnification shall extend to the legal representative and heirs of any person otherwise entitled to indemnification. If a person meets the requirements of this Article with respect to some matters in a claim, action, suit or proceeding, but not with respect to others, such person shall be entitled to indemnification as to the former. Advances against liability and expenses may be made by the Corporation on terms fixed by the Board of Directors subject to an obligation to repay if indemnification proves unwarranted.

Section 8.04. To the fullest extent permitted by law, the directors, officers, employees and agents of the Corporation shall in the performance of their duties be fully protected in relying in good faith upon the books of account or reports made to the Corporation by any of its officers or committees selected and supervised with reasonable care, by an independent certified public accountant, by an appraiser selected with reasonable care by the Board of Directors or by any such committee, or in relying in good faith upon other records of the Corporation.

Section 8.05. The Corporation may purchase such liability insurance as may be deemed appropriate by the Board of Directors, provided, however, that if the Corporation has annual total functional expenses, exclusive of grants and allocations, of more than \$100,000, the Corporation

shall purchase and maintain liability insurance with a limit of coverage of not less than that specified in Section 29-301.113(c) of the District of Columbia Nonprofit Corporation Act, as amended from time to time.

Section 8.06. This Article VIII shall not exclude any other rights of indemnification or other rights to which any director, officer, employee or agent may be entitled by contract, by vote of the Board of Directors or as a matter of law. If any clause, provision or application of this Article shall be determined to be invalid, the other clauses, provisions or applications shall not be affected but shall remain in full force and effect. The provisions of this Article VIII shall be applicable to claims, actions, suits, or proceedings made or commenced after its adoption, whether arising from act or omissions occurring before or after its adoption.

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Revised 11/19/2018 and approved by Board of Directors