



DENVER OPTIONS, INC.

AMENDED AND RESTATED BYLAWS

(As Amended on January 25, 2016)

ARTICLE I NAME

Section 1. The nonprofit corporation's name is Denver Options, Inc.

Section 2. The corporation has the right to operate and conduct its business of human services under a trade name that is registered with the Colorado Secretary of State's Office and/or any such government office that is responsible for the registry of trade names.

Section 3. The corporation has registered a trade name in Colorado as Rocky Mountain Human Services and will conduct business under that name, and/or use the name of the corporation, Denver Options, Inc., or use the name Denver Options, Inc. doing business as (DBA) Rocky Mountain Human Services, or as RMHS.

Section 4. The corporation has the right to operate and conduct its business of human services under its corporate name or a trade name and may register its corporate name and register a trade name in any state that the Board of Directors deems advisable; complying with the laws of the state in which the corporation is registered.

ARTICLE II OFFICES

Section 1. The corporation shall have and continuously maintain in the State of Colorado a registered office and a registered agent whose business office is identical with such registered office. The registered office shall be 9900 East Iliff Avenue and the registered agent shall be the Chief Executive Officer of the corporation.

Section 2. The corporation has the right to change its registered office or to have a registered office in such other places as the Board of Directors may from time to time deem advisable. Currently, the principal office of the corporation shall be 9900 East Iliff Avenue, Denver, Colorado 80231, but the corporation may, at the discretion of the Board of Directors, have a principal office in such other place located in any city within the State of Colorado, or any other city and State as may from time to time be deemed advisable. The corporation may also have offices in any city and state as the Board of Directors deems advisable.

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers and Duties of the Board. All powers, duties, responsibilities and other rights relative to the management and control of the corporation's property and affairs are vested solely in the Board of Directors. These powers exist in the Board as a group and not in individual members or committees, except as such powers and duties may be delegated by the Board pursuant to these Bylaws. The members of the Board are responsible for seeing that the funds and property received by the corporation are disbursed only for the purposes for which they were given. The Board shall require regular accountings of the funds disbursed by the corporation.

Section 2. Number of Directors, Election and Term of Office. The Board is a self-perpetuating Board and shall consist of not less than three and not more than fifteen members. Board members shall be elected by the Board at any time during the year, for

a term of three years and until their successors are elected and qualified. Board members may cast their vote by means of voice vote, paper vote, and facsimile or by e-mail as to be determined by the Board or Executive Committee. The election for a Board member may be held after the Board or Executive Committee determines through a procedure of qualification consistent with Article III, Section 12, and Article IV, Section 2, that a Board candidate is qualified to serve and a final recommendation has been provided to the Board by any Director that has met with the candidate. Final approval through the casting of a majority of affirmative votes may occur outside of regularly held Board meetings and by any means that is described in Article III, Section 2. All terms of Board members shall commence as of the first day of the first month beginning after the date on which they are elected. No Director shall serve more than three consecutive terms, except in the case of a Director who serves as President during the ninth year of their term of service. He or she shall serve one additional year as Past-President.

Section 3. Resignation and Removal. Any Director of the corporation may resign at any time by giving written notice to the Board of Directors, the President or Secretary of the corporation, or to the Chief Executive Officer, such resignation to take effect at the date of the receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make the same effective. Any Director may be removed as provided in Article X, Section 3.

Section 4. Vacancies. When vacancies shall occur in the Board of Directors because of expiration of term, death, resignation, removal or any other cause, the Board of Directors may at any regular or special meeting thereof by a vote of a majority of the remaining Directors present, though less than a quorum, elect Directors to fill such vacancies for the unexpired portion of the term(s).

Section 5. Place of Meetings and Records. The Board of Directors may hold its

meetings and shall keep books and records of the corporation at such place or places in or outside of the State of Colorado as the Board may from time to time determine.

Section 6. Regular Meetings. A minimum of four regular meetings of the Board of Directors shall be held each year, including an annual meeting of the Board ("Annual Meeting") which shall be held each year at such time and place as may be fixed by the Board of Directors and specified in the notice of the Annual Meeting. At the Annual Meeting, the Board of Directors shall elect by a majority vote, which need not be by written ballot, the Directors to fill the places of those members of the Board of Directors whose terms expire at such annual meeting, and shall transact such other business as may properly be brought before the meeting.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by, and the time and place designated by, a vote of the Board of Directors, any three Directors or by the President of the corporation.

Section 8. Notice of Meetings. The Secretary shall be responsible to ensure that all members of the Board are notified of the time and place of the regular meetings of the Board. Such notices shall be made available for posting in the corporation's principal offices and other facilities operated by the corporation or its approved service agencies, and copies of such notices shall be made available to any person upon request. Notice of the time and place of special meetings of the Board shall be given by the Secretary or the Directors calling the meeting and shall be delivered to each Director at his or her address as shown on the membership roll, at least three days prior to the date thereof. Notice shall be deemed to have been properly and timely given if it is deposited in the United States mail, via first class mail, postage prepaid, or is personally delivered, mailed, telegraphed, e-mailed, or communicated by telephone, or faxed, not later than the third day preceding the date of the meeting, and is delivered to the last address of the Director furnished to the corporation by him or her for this purpose. Neither the business to be

transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting unless otherwise required by law or these Bylaws. Notice of a meeting at which the question of the removal of a Director is to be submitted to a vote shall specify the purpose of the meeting. No notice need be given to any Director where waived by him or her in writing, whether before or after the meeting is held, or if he or she shall attend such meeting in person, or if he or she shall sign the minutes thereof.

Section 9. Quorum. One-half (50%) of the number of Directors in office at the time of any regular or special meeting of the Board shall constitute a quorum for the transaction of business at such meeting, and the act of the majority of Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise required by law. In the absence of a quorum, a majority of the Directors present may, without notice, adjourn the meeting from time to time until a quorum shall be present.

Section 10. Voting, Minutes and Conduct of Meetings. Meetings of the Board of Directors and any designated committee thereof will be conducted in accordance with procedures agreed to by the Board of Directors. The contents of each meeting of the Board or any committee of the Board will be recorded as minutes. These will be reviewed and revised as needed and approved at the next regular meeting of the Board or committee, as the case may be. The approved minutes will be signed by the Secretary and will be kept in the principal or registered office of the corporation, and shall be available for inspection by the public upon request. Each Director shall have one vote, and voting by proxy shall not be allowed. Members of the Board may participate in a meeting of the Board by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 11. Conflict of Interest. The corporation shall not knowingly enter into any

business transaction with any individual who is a Director of the Corporation, or with any relative of a Director or any firm in which the Director is a partner, officer, director or major stockholder, unless an adequate bid or interview procedure provides information from which the Board can determine that said business transaction was determined to be in the best interest of the corporation; or, the business transaction can be served only through one vendor, such as in the case of utilities. Further, this restriction shall not prevent the corporation from transacting business with any firm which has a member of the Board of Directors acting as a principal as set forth above whereby such business firm waives its profit. No Director, however, may vote on issues in which he or she has a conflict of interest with respect to a particular matter, and each Director shall disclose to the Board all conflicts of interest prior to the time such matter is presented for a vote of the Board. All such conflicts of interest shall be reflected in the minutes of the meeting of the Board. Annually, all Officers, Board members and Department Directors of the corporation will sign a document attesting to their understanding of the Conflict of Interest Policy and disclosing any conflict of interest.

Section 12. Representation on the Board. The Board of Directors shall be comprised of interested person(s) representing the community at large, and person(s) receiving services, and family member(s) of persons receiving services. Representation will be sought taking into consideration demographic characteristics of the service area and the goals and objectives of the corporation. No employee or staff member of the corporation and no employee or member of the board of directors of any provider agency under contract with the corporation to provide direct human services shall serve on the Board of Directors, unless the Board determines it would be in the best interest of the corporation to make an exception to allow such person(s) to serve on the Board of Directors.

Section 13. Executive Session. All regular and special meetings of the Board of

Directors shall be open to the public and shall be scheduled after adequate notice in the manner provided in these Bylaws; provided, however, the directors may hold all or part of any meeting in executive session when needing to discuss legal or personnel matters.

Section 14. Compensation of Directors. Directors shall not receive any stated salary for their services as such, but shall be reimbursed, upon request and with proper documentation, for their actual expenses incurred on the corporation's behalf, including any expenses of attending Board meetings. Unless otherwise prohibited by these Bylaws or applicable law, nothing shall prevent any Director from serving the corporation in any other capacity, or from receiving remuneration therefor.

ARTICLE IV COMMITTEES

Section 1. Authorization of Committees by the Board. The Board, by resolution adopted by a majority of the full Board of Directors, may designate and appoint from among members of the Board one or more committees, each of which shall consist of two or more Directors and each of which, to the extent provided in the resolution, shall have all of the authority, powers and duties of the Board of Directors, except that no such committee shall have the authority of the Board of Directors in reference to: amending, restating or repealing the Bylaws; electing, appointing or removing any member of any such committee or any officer or Director of the corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the property or assets of the corporation; authorizing the voluntary dissolution, liquidation, bankruptcy or reorganization under the bankruptcy laws of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; amending,

altering or repealing any resolution of the Board of Directors; or taking any other action which may hereafter be prohibited to committees of directors by law. This section shall be automatically amended to be consistent with the provisions of the Colorado Nonprofit Corporation Act relating to the authority of committees of boards of directors, as those provisions may exist from time to time. Neither the designation and appointment of any such committee, nor the delegation of authority to any such committee shall operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon him or her by law.

The Board of Directors also may establish committees, special task forces or ad hoc committees as may be deemed necessary or required by law, which have as members one or more persons who are not Directors of the corporation. Such committees shall not have or exercise any of the authority, powers, duties or responsibilities of the Board of Directors, but shall undertake such tasks as may be assigned to them by the Board of Directors.

Section 2. Executive Committee. There shall be an Executive Committee of the Board of Directors consisting of the Officers of President, Past-President, Vice-President, Secretary and Treasurer of the Board which shall, between meetings of the Board of Directors, transact the business affairs of the corporation, except as provided by Section 1, above; the Executive Committee may make recommendations to the Board of Directors and shall meet at the request of the President. A majority of the members of the Executive Committee shall constitute a quorum.

The Executive Committee shall have authority and the duty of identifying and evaluating the qualifications of, and nominating candidates for membership on the Board, and providing the Board with recommendations in the event a vacancy occurs on the Board. The Executive Committee shall consider the factors set forth in Article III, Section 12 when evaluating the qualifications of candidates for the Board, in addition to any other

factors it may deem relevant.

The Executive Committee shall be responsible for the annual review of the Executive Director/Chief Executive Officer and have the authority to negotiate an employment contract with the Chief Executive Officer of the corporation, and the Executive Committee is to ensure that the terms of the contract are fulfilled.

Section 3. Standing Committees. The Board may, by resolution adopted by a majority of the Directors then in office, designate and appoint standing committees.

ARTICLE V OFFICERS

Section 1. Principal Officers. The principal officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The principal officers must be members of the Board of Directors. The offices of Secretary and Treasurer may be held by the same person. The Board may also elect one or more Assistant Secretaries and Assistant Treasurers and may appoint such other officers as may be deemed necessary or advisable. All officers will serve on the Executive Committee of the corporation and shall be natural persons of the age of at least 18 years or older.

Section 2. Election and Terms. The principal officers of the corporation shall be elected annually by the Board of Directors for a period of one-year and shall hold office until their successors shall have been duly elected and qualified, or until resignation, removal, death or other disqualification. All officers may serve consecutive terms.

Section 3. Resignation and Removal. Any officer may resign at any time by giving written notice to the Board, or to the President, Secretary or Chief Executive Officer of the corporation, such resignation to take effect on the date specified therein, and no acceptance of the same shall be necessary in order to render the same effective. Any

officer may be removed as provided in Article X, Section 3.

Section 4. Vacancies. A vacancy in any office, the election or appointment of which is made by the Board of Directors, because of death, resignation, removal, disqualification or any cause shall be filled for the unexpired portion of the term by election of the Board of Directors at any regular or special meeting.

Section 5. Compensation. Principal Officers of the Board of Directors shall not receive any compensation for their services as such officers, but shall be reimbursed, upon request and with proper documentation, for their actual expenses incurred in the performance of their duties.

Section 6. President. The President of the corporation shall have general supervision over its activities, and over its several officers, subject, however, to the control of the Board of Directors. He or she shall preside at all meetings as the Chairperson of the Board of Directors. In general, he or she shall have such additional authority and powers and shall perform all duties customary and incident to the office of the President, and such duties as may from time to time be assigned to him or her by the Board. At the conclusion of the President's term of office, he or she shall serve as a Director and member of the Executive Committee for a period of one year.

Section 7. Vice-President. At the request of the President, or in his or her absence or disability, the Vice-President of the Corporation shall be the officer next in seniority after the President and shall perform all the duties of and normally vested in the President and, when so acting, shall have all the powers of and be subject to all of the restrictions on the President. In addition, the Vice-President shall perform such duties as may from time to time be assigned to him or her by the Board of Directors or the President.

Section 8. Secretary. The Secretary shall with the support of the corporation's staff be custodian of the corporate records and is responsible for the maintenance of all necessary books and records, including minutes of all meetings of the Board of Directors

and any committees designated by the Board; to have general charge and oversight of the corporation's correspondence; to perform such other duties as may be set forth in these Bylaws or may be assigned to him or her by the Board of Directors or by the President, to affix the corporate seal to any instrument requiring it; and in general to perform the duties incident to the office of Secretary.

Section 9. Treasurer. The Treasurer, with the support of the corporation's staff shall be responsible to collect all monies due the corporation and safely keep the same; shall have the charge and custody of and be responsible for all funds, securities and valuable financial papers of the corporation; shall keep full and accurate account of the receipts and disbursements in books belonging to the corporation; shall deposit all monies and other valuable effects in the name of and to the credit of the corporation in depositories designated by the Board; shall render a statement of the condition of the corporation at the Annual Meeting and whenever directed by the Board of Directors or by the President; and in addition thereto, shall have such additional authority and perform such other duties as may be customary for the office of Treasurer and as may from time to time be assigned to him or her by the Board or by the President.

Section 10. Assistant Secretary and Assistant Treasurer. The Assistant Secretaries and Treasurers, if any, will assist the Secretary and the Treasurer in the performance of their assigned duties upon request, and assume those duties in their absence, and perform other duties as may from time to time be assigned by the Board or by the President.

Section 11. Bonds. The Board of Directors may by resolution require the giving of a bond by the Treasurer and the Assistant Treasurer for the faithful discharge of his or her duties in such sum and with such surety as may be deemed advisable.

Section 12. Loans. No loans shall be made by the corporation to any officer or director of the corporation.

ARTICLE VI
EXECUTIVE STAFF

The Board of Directors shall employ an Executive Director as its Chief Executive Officer and delegate authority and responsibility for the management of the daily affairs of the corporation in accordance with the policies of the Board. The Executive Director/Chief Executive Officer may have a contract of employment, and said contract may be renewed from time to time as mutually agreed by the Board of Directors and the Executive Director/Chief Executive Officer. As an agent of the Board of Directors, the Executive Director/Chief Executive Officer shall receive all coverages of liability and indemnification for actions taken in his or her capacity as Executive Director and Chief Executive Officer of the corporation as are provided to the Board of Directors and as described in these Bylaws, notwithstanding any additional coverage or benefits as outlined in the employment contract.

ARTICLE VII
SEAL

The Board of Directors shall provide a suitable seal which shall be in the form of a circle with such sign as the Board shall approve and shall bear the words "DENVER OPTIONS, INC.," and the word "SEAL." If the organization operates under a trade name, the seal might bear the words of the registered trade name or it may include the corporation's name and the trade name.

ARTICLE VIII
CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS

Section 1. Contracts. The Board of Directors may authorize any officers or agents of the corporation to enter into any contract or execute and deliver any instrument on behalf and in the name of the corporation and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or instrument, or to pledge its credit or to render it liable pecuniarily for any purpose or any amount.

Section 2. Loans. No loans shall be contracted on behalf of the corporation, and no negotiable paper shall be issued in its name unless first authorized by the Board of Directors. Authority for the same may, however, be granted by resolution of the Board to any officer or agent of the corporation, and such authority may be general or confined to specific instances.

Section 3. Checks, Drafts. All drafts, checks or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such person or persons in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President, Vice-President, or Chief Executive Officer.

Section 4. Deposits. All funds of the corporation shall be deposited to its credit under such conditions and in such banks, trust companies or other depositories as the Board of Directors may designate at any time. For the purposes of such deposit, any person to whom power is so delegated by resolution of the Board of Directors may endorse, sign and deliver checks, drafts and other orders for the payment of monies which are payable to the order of the corporation.

Section 5. Gifts. The Board of Directors may accept on behalf of the corporation

any contribution, gift, bequest or device for the purpose of the corporation as stated in its Articles of Incorporation.

ARTICLE IX INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The corporation shall indemnify each member of the Board of Directors and officers of the corporation, and the estate, personal representative and executor and administrator of such persons, and any person serving at the request of the corporation as a member of the board of directors, officer, employee or agent of another corporation, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her to the fullest extent to which members of the Board of Directors may be indemnified under the terms and conditions of the Colorado Nonprofit Corporation Act, or any amendment thereto or substitutions therefor, or any resolution of the Board of Directors duly adopted in accordance with these Bylaws. The right of indemnification herein provided shall not be exclusive of other rights to which such officers or directors may be entitled as a matter of law.

Section 2. Insurance. By action of the Board of Directors, notwithstanding any interest of the Directors in such action, the corporation may purchase and maintain insurance in such amounts as the Board of Directors deems appropriate to protect itself and any person who is or was a director, officer, employee, fiduciary or agent of the corporation, or who, while a director, officer, employee, fiduciary or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan against any liability asserted against or incurred by such person in any such capacity or

arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under applicable provisions of law or these Bylaws. Any such insurance may be procured from any insurance company designated by the Board of Directors, whether such insurance company is formed under the laws of the State of Colorado or any other jurisdiction, including any insurance company in which the corporation has an equity or any other interest, through stock ownership or otherwise. The corporation may, but is not obligated to, create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such sums as may become necessary to reflect indemnification as provided herein.

ARTICLE X CONFIDENTIALITY AND ETHICAL CONDUCT

Section 1. Confidential Treatment. Issues and matters before the Board considered confidential shall be treated by Board members and the corporation's employees in a highly ethical manner. If issues and matters are not identified as confidential, a majority vote of Directors present shall be sufficient to designate an issue or matter before the Board as confidential.

Section 2. Dissemination of Confidential Information. No Director of the Board or employee present shall divulge an issue before the Board designated confidential to any person or agency other than persons so privileged to receive this information.

Section 3. Removal for Cause. Any Board member acting in such a manner detrimental to the purposes of the corporation shall be subject to removal. Examples include, but are not limited to, the following which shall constitute cause for removal: breach of confidentiality, undisclosed conflict of interest, and intentional misrepresentation of Board policy or failure to attend three consecutive meetings of the

Board without good reason. Action for removal shall be effective only after informing the Board member, in writing, of the specific cause and providing the Board member with an opportunity to discuss the matter at the next available regularly scheduled Board meeting or special meeting called for such purpose. A Director may be removed for cause by a two-thirds vote of the remaining Directors present at any regular or special meeting of the Board. Removal by the Board shall be final, the name of said Director shall be stricken from the role of Directors, and a vacancy will be created. An officer, however, may be removed from office with or without cause by action of the Board of Directors at any regular or special meeting thereof by the affirmative vote of two-thirds of the Directors present. An officer removed from office shall remain a Director unless removed by the Board for findings of cause.

ARTICLE XI CONFORMITY TO RULES

These Bylaws shall be deemed to conform to the Rules and Regulations of the State of Colorado for nonprofit corporations pursuant to law, and any interpretation of these Bylaws shall be in accordance therewith when conducting business as a nonprofit corporation and/or in its role as a Community Centered Board. Additionally, these Bylaws shall be deemed to conform to the Rules and Regulations of any state in which the corporation is conducting business as a registered nonprofit corporation.

ARTICLE XII FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the

last day of June each year, except that the first year shall begin on the date of incorporation.

ARTICLE XIII AMENDMENTS

All Bylaws of the corporation shall be subject to alteration or repeal, and new Bylaws may be enacted by the Board of Directors.

ARTICLE XIV ANNUAL AUDIT

The Board of Directors of the corporation shall cause to be prepared an annual audit of the corporation by an independent certified public accountant.

ARTICLE XV DISSOLUTION

Upon liquidation or dissolution of this corporation, after paying or adequately providing for all debts and obligations, the remaining assets, funds and property, if any, of the corporation shall be transferred to such nonprofit corporations or not-for-profit institutions having purposes related to the purposes of this corporation, as shall be approved by a majority vote of the Board of Directors of this corporation, and, if no such approval is made by the said Board, then the funds and property of this corporation shall become the property of the State of Colorado or the property of the state in which the corporation has an office.