

CRITICAL INCIDENT STRESS SERVICES
FOR CUYAHOGA COUNTY, INC.

CODE OF REGULATIONS

ADOPTED: March 15, 1991

Exhibit A Adopted in 1998
Exhibit B Adopted on April 9, 2003
Exhibit C Adopted on April 9, 2003

INDEX TO CODE OF REGULATION

ARTICLE I - NAME, LOCATION AND PURPOSE.....	4
SECTION 1.1 NAME.....	4
SECTION 1.2 PRINCIPAL OFFICE.....	4
SECTION 1.3 PURPOSE.....	4
ARTICLE II - MEMBERS.....	4
ARTICLE III - TRUSTEES.....	4
SECTION 3.1 AUTHORITY AND DUTIES.....	4
SECTION 3.2 NUMBER, TERM OF OFFICE, ELECTION.....	5
SECTION 3.3 QUALIFICATIONS.....	5
SECTION 3.4 REMOVAL OR RESIGNATION OF TRUSTEES.....	5
SECTION 3.5 VACANCIES.....	5
SECTION 3.6 ANNUAL MEETING.....	5
SECTION 3.7 REGULAR MEETINGS.....	5
SECTION 3.8 SPECIAL MEETINGS.....	6
SECTION 3.9 NOTICE OF MEETINGS.....	6
SECTION 3.10 PLACE OF MEETINGS.....	6
SECTION 3.11 QUORUM: VOTING: ADJOURNMENT.....	6
SECTION 3.12 POWERS.....	6
SECTION 3.13 CONSENTS.....	6
SECTION 3.14 ORDER OF BUSINESS.....	6
SECTION 3.15 COMPENSATION AND EXPENSES.....	7
SECTION 3.16 CONFLICT OF INTEREST.....	7
ARTICLE IV - COMMITTEES.....	7
SECTION 4.1 APPOINTMENT.....	7
SECTION 4.2 NOMINATING COMMITTEE.....	7
SECTION 4.3 DIRECT SERVICE AND EDUCATION COMMITTEE.....	7
SECTION 4.4 FINANCE COMMITTEE.....	8
SECTION 4.5 EXECUTIVE COMMITTEES.....	8
SECTION 4.6 OTHER COMMITTEES.....	8
ARTICLE V - OFFICERS.....	8
SECTION 5.1 OFFICERS.....	8
SECTION 5.2 ELECTION.....	8
SECTION 5.3 TERM OF OFFICE.....	8
SECTION 5.4 VACANCIES.....	8
SECTION 5.5 DUTIES OF OFFICERS.....	9
<i>President.....</i>	<i>9</i>
<i>Vice-President.....</i>	<i>9</i>
<i>Secretary.....</i>	<i>9</i>
<i>Treasurer.....</i>	<i>9</i>
<i>Assistant Secretary.....</i>	<i>9</i>
<i>Assistant Treasurer.....</i>	<i>9</i>
SECTION 5.6 ATTENDANCE.....	10
SECTION 5.7 COMPENSATION AND EXPENSES.....	10
SECTION 5.8 REMOVAL.....	10
ARTICLE VI - CONTRACTS, CHECKS, DEPOSITS AND FUNDS.....	10
SECTION 6.1 CONTRACTS.....	10
SECTION 6.2 BILLS, NOTES, ETC.....	10

ARTICLE VII - FISCAL YEAR.....10

ARTICLE VIII - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS.....11

ARTICLE IX - INVESTMENTS11

ARTICLE X - BOOKS AND RECORDS.....11

ARTICLE XI - INDEMNIFICATION11

 SECTION 11.1 RIGHT TO INDEMNIFICATION AND PAYMENT OF EXPENSES.11

 SECTION 11.2 PURCHASE OF INSURANCE.....11

 SECTION 11.3 RIGHTS NOT EXCLUSIVE.....12

ARTICLE XII - AMENDMENTS12

ARTICLE XIII - ANNOTATION OF AMENDMENTS12

APPENDIX A - ADDITIONS & AMENDMENTS NOT YET INCORPORATED12

 STANDING COMMITTEE CHAIRPERSONS.....12

a. Ad Hoc Committee Chairpersons.....12

 AD HOC COMMITTEES13

EXHIBIT A14

EXHIBIT B15

 SECTION 3.2 (REVISED) NUMBER, TERM OF OFFICE, ELECTION.15

EXHIBIT C16

 SECTION 3.11 (REVISED) QUORUM: VOTING: ADJOURNMENT.16

ARTICLE I - NAME, LOCATION AND PURPOSE

Section 1.1 Name.

The name of the Corporation is Critical Incident Stress Services for Cuyahoga County, Inc.

Section 1.2 Principal Office.

The principal office for the Corporation shall be located in Cuyahoga County.

Section 1.3 Purpose.

This corporation is organized to be operated as a non-profit organization exclusively for charitable purposes as a tax-exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended. The nature of the charitable activities to be conducted by the organization are as follows:

- To advance educational and direct support programs focus on critical incident stress management for emergency service personnel,
- To encourage and assist the development of programs that enhance institutional awareness of CIS and its significance for administrators, employees, and their families,
- And, to support that awareness through direct intervention services when the needs and issues precipitated by a critical incident exceed the resources of that institution.

ARTICLE II - MEMBERS

The Corporation shall, for the purpose of statute or rule of law relating to corporations, have no members other than the persons constituting its Board of Trustees, and shall have all the rights and privileges of members; provided, that where the provisions in ' 1702.01 to ' 1702.58, inclusive, of the Ohio Revised Code relating to meetings of trustees differ, it shall be sufficient to comply with the provisions of relating to trustees.

ARTICLE III - TRUSTEES

Section 3.1 Authority and Duties.

In general, the purposes of the Board of Trustees shall be to recommend those actions necessary to improve the quality of critical incident stress management services in Cuyahoga County, Ohio, and to promote and develop such services on a countywide basis. In fulfilling these purposes, the Board of Trustees shall have general supervision and charge of the operation, property, affairs, and finances of the Corporation. Without limiting the generality of the foregoing, the Board of Trustees shall elect the Trustees and officers of the Corporation, approve amendments to the Articles of Incorporation and this

Code of Regulations of the Corporation, and exercise such other powers as are necessary, appropriate, and consistent with law and with the Articles of Incorporation and this Code of Regulations of the Corporation. The Board of Trustees shall be self-perpetuating and shall be those persons elected at any annual meeting of said Board of Trustees by simple majority vote.

Section 3.2 Number, Term of Office, Election.

The authorized number of Trustees shall be determined from time to time by the Trustees, but in no case should the number of Trustees be less than twelve (12) and not more than twenty-one (21). Each Trustee shall hold office for a one (1) year term, or until his successor is elected and qualified, unless such trustee shall cease to be in office due to death, resignation, or removal. There shall be no limit on the number of terms a Trustee may serve. Trustees shall be elected at the annual meeting of Trustees, or they may be elected at a special meeting called and held for such purpose. Any Trustee, by notice in writing to the Board of Trustees, may resign at any time.

Section 3.3 Qualifications.

In the process of electing individuals to the Board of Trustees, the Trustees shall take into consideration the goal of having the nine emergency planning regions in Cuyahoga County represented on the Board of Trustees. To be considered are those individuals with the following qualifications or associations for service on the Board of Trustees; funders, representatives of providers, the Federation for Community Planning, and other agencies, schools, municipalities, corporations, or individuals who are associated with or provided everyday community service.

Section 3.4 Removal or Resignation of Trustees.

Any Trustee may be removed, either with or without cause, at any time, by a vote of the majority of the Trustees then serving. Any Trustee may resign from office at any time by written notice to the Corporation. Such resignation shall be effective upon receipt by the Corporation, unless another effective date shall be specified or unless the Board of Trustees shall remove a Trustee at a date earlier than that specified in the notice.

Section 3.5 Vacancies.

Vacancies in the Board of Trustees may be temporarily filled at a meeting of the Trustees by a majority vote of the remaining Trustees and a Trustee so elected shall hold office until the next annual meeting of the Trustees.

Section 3.6 Annual Meeting.

The annual meeting of the Board of Trustees shall be held at such date and time as shall be set by the Board. The purpose of the annual meeting shall be to elect the Trustees and officers of the Corporation, receive the report of officers and committees of the Board of Trustees, and transact such other business may properly come before the meeting.

Section 3.7 Regular Meetings.

In addition to the annual meeting, the Board of Trustees may decide to hold regular meetings on such dates and at such times as the Board of Trustees shall determine. The Board of Trustees shall provide appropriate notice regarding regular meetings specifying the times and places for such meetings, as determined by the Board of Trustees. The purpose of regular meetings of the Board of Trustees shall be to receive reports from officers, committees of the Corporation, and staff, approve or disapprove actions by the Corporation requiring action by the Board of Trustees, if any, and to consider and act upon any

other matter which is necessary or appropriate for action by the Board of Trustees.

Section 3.8 Special Meetings.

A majority of the Trustees or the President may call a special meeting of the Board of Trustees.

Section 3.9 Notice of Meetings.

At least three (3) days prior to a special meeting and not less than ten (10) days and not more than sixty (60) days prior to an annual meeting and a regular meeting, notice stating the date, time, place, and in the case of a special meeting, the purpose or purposes of the meeting, shall be given to the Trustees by or at the directions of the Secretary of the Corporation or of the person or persons calling the same. Such notice shall be given to the Trustees personally, by telephone, or by written notice which shall be given by personal delivery, mail, or other written media addressed to the members of the Board of Trustees at their respective addresses as they appear on the records of the Corporation, but such notice may be waived by any Trustee in writing. Any business may be transacted at any Trustees meeting.

Section 3.10 Place of Meetings.

All meetings of the Board of Trustees shall be held at the principal place of business of the Corporation or at any other place, as the Board of Trustees shall determine.

Section 3.11 Quorum: Voting: Adjournment.

At all meetings of the Board of Trustees, a majority of the Trustees of the Corporation entitled to vote shall constitute a quorum for the transaction of business. The act of a majority of the Trustees present and voting at a meeting at which a quorum is present shall be the act of the Board of Trustees. After a quorum has been established at a meeting of the Board of Trustees, the subsequent withdrawal of Trustees from the meeting so as to reduce the number of Trustees present at any meeting to fewer than the number required for a quorum shall not affect the validity of any action taken by the Board of Trustees at the meeting or any adjournment thereof. A majority of the Trustees present, whether or not a quorum exists, may adjourn any meetings of the Board of Trustees to another time and place.

Section 3.12 Powers.

All corporate powers, except such as are otherwise provided for in these Regulations and in the laws of the State of Ohio, shall be and are hereby vested and shall be exercised by the Board of Trustees. The Board of Trustees may by general resolution delegate to committees of their own number or to officers of the Corporation such powers as they may see fit.

Section 3.13 Consents.

Whenever the vote of Trustees is required to be taken at a meeting in connection with any corporate action, the meeting and vote of Trustees may be dispensed with if all the Trustees who would have been entitled to vote upon the action, if such meeting were held, shall consent, together or separately, in writing to such corporate action being taken.

Section 3.14 Order of Business.

The President of the Corporation shall set the agenda for all meetings of the Board of Trustees and shall include all items submitted by committee chairpersons by an agenda deadline established by the President.

Section 3.15 Compensation and Expenses.

Trustees shall not receive any stated salary for their services as such but, by resolution of the Board of Trustees, a fixed reasonable sum for expenses may be allowed for attendance at each regular or special meeting of the Board of Trustees. The Board of Trustees shall have power in the discretion to contract for and pay to Trustees rendering unusual or special services to the Corporation, special compensation shall be appropriate to the value of such services. A Trustee may be reimbursed for out-of-pocket expenses directly related to activities of the Board of Trustees with prior written approval of the Board of Trustees.

Section 3.16 Conflict of Interest.

A Trustee shall disclose any potential conflict of interest to the Board of Trustees. A Trustee shall not vote nor be counted towards a quorum for actions which are undertaken by the Board of Trustees and which are potential conflicts of interest to such Trustee. However, such Trustee may state a position on the matter and answer questions of the Board of Trustees relating the matter. The minutes of the meetings at which such actions are taken shall clearly reflect that the requirements of this Section 3.16 have been met.

ARTICLE IV - COMMITTEES

Section 4.1 Appointment.

The Board of Trustees shall have the power to appoint committees of its members to exercise such powers as are specifically delegated by resolution of the Board. All such committees shall have the power to establish written rules and regulations for the conduct of their business, consistent with the laws of the state of Ohio and these Regulations, and shall keep written records of their proceedings which shall be maintained by the Secretary of the Corporation in the record books of the Corporation.

Section 4.2 Nominating Committee.

The Nominating Committee shall consist of not less than three (3) nor more than five (5) members of the Board of Trustees. It shall be responsible for the recommendations of individuals to serve on the Board of Trustees. These recommendations will be forwarded to the Board of Trustees for approval subject to Article II. The Nominating Committee shall consider individuals with the following qualifications or associations for service on the Board of Trustees; funders, representatives of providers, the Federation for Community Planning, and other agencies, schools, municipalities, corporations, or individuals who are associated with or provide everyday community service.

Section 4.3 Direct Service and Education Committee.

The Direct Service and Education Committee shall be responsible for the preparation and enhancement of protocols and guidelines, the development of critical incident management capacity in relation to the protocols and guidelines. The Direct Service and Education Committee shall be responsible for training and utilizing the protocols and guidelines in the development of team members, including education-on-site, two day seminar - fall, and one day specialty - spring seminar. The Direct Service and Education Committee shall be responsible for the development, delivery, and/or participation in the development and delivery of critical incident management programs for emergency responders and/or public awareness and information programs in connection with critical incident matters, and for other matters deemed appropriate by the Board of Trustees.

Section 4.4 Finance Committee.

The Finance Committee shall consist of a minimum of three (3) members of the Board of Trustees, one of whom shall be the Treasurer. It shall be responsible for the investment and general management of all capital funds of the Corporation and for the implementation of an accurate and responsible accounting system for the Corporation. It shall take appropriate steps to have all endowments and trust funds deposited with a responsible trust company or bank for investment and administration. It shall further be responsible for the receipt of prompt reports with respect to all investments and for the application of all moneys paid to the proper fund of the Corporation and to the proper purpose in accordance with the terms of the respective trusts from which the same are received. It shall formulate financial plans so that the funds will be available for implementing the charitable purposes of the Corporation.

Section 4.5 Executive Committees.

The Executive Committee shall consist of the officers of the Corporation and such other individuals as the Board of Trustees may determine from time to time. The Executive Committee, between meetings of the Board, shall have and may exercise all of the power of the Board in the management of the business affairs of the Corporation. It shall meet between regular meetings of the Board of Trustees or as called by the President of the Corporation.

Section 4.6 Other Committees.

Other Committees may be appointed by the President of the Corporation with the concurrence of the Board of Trustees for such tasks as circumstances may warrant. Such Committees shall limit their activities to the accomplishment of the particular tasks for which they are created. Upon completion of its assigned task, each such Committee shall stand discharged.

ARTICLE V - OFFICERS

Section 5.1 Officers.

The officers of the Corporation shall be a President, Vice President, Treasurer, Secretary, and such other officers with such powers and duties not inconsistent with this Code of Regulations as may be determined by the Board of Trustees including, but not limited to, Assistant Treasurers and Secretaries.

Section 5.2 Election.

All officers of the Corporation shall be elected annually by the Board of Trustees at its annual meeting, except that the office of Vice President may remain vacant.

Section 5.3 Term of Office.

All officers shall hold office for a term of one (1) year or, until their successors have been duly elected and have qualified or, until removed as hereinafter provided.

Section 5.4 Vacancies.

In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification or, any other cause, the majority of Trustees, although less than a quorum may be present at any annual or special meeting called for that purpose, may elect an officer to fill such vacancy, and the officer so

elected shall hold office and serve until the next annual meeting of the Board of Trustees and until the election and qualification of his successor.

Section 5.5 Duties of Officers.

The duties and powers of the officers of the Corporation shall be as follows and shall hereafter be set by resolution by the Board of Trustees:

President

The President shall preside at all meeting of the Board of Trustees. The President shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned to the President by the Board of Trustees. The President shall cause to be called regular and special meetings of the Trustees in accordance with this Code of Regulations.

Vice-President

At the request of the President or, in the event of the President's absence or disability, the Vice President, if any, shall perform the duties, possess and exercise the powers of the President. To the extent authorized by law, the Vice President shall have such other powers as the Board of Trustees may determine and shall perform such other duties as may be assigned to the Vice President by the Board of Trustees.

Secretary

The Secretary shall attend all meetings of the Board of Trustees and of committees of the Board, if any, and shall oversee the preservation in books of the Corporation=s true minutes of the proceedings of all such meetings. The Secretary shall oversee the giving of all notices required by statute, these Regulations, or resolution. The Secretary may sign with the President or Vice President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Trustees.

Treasurer

The Treasurer shall oversee the custody of all corporate funds and securities and shall oversee the books belonging to the Corporation full and accurate accounts of all receipts and disbursements. If required by the Board, the Treasurer shall obtain and keep in force a bond in form, amount and with a surety or sureties satisfactory to the Board, conditioned for faithful performance of the duties of this office and for restoration to the Corporation in case of the Treasurer=s death, resignation, retirement or removal from office of all books, papers, vouchers, money and property of whatever kind in the Treasurer=s possession or under the Treasurer=s control belonging to the Corporation. The Treasurer shall, in general, perform all the duties incident to the Office of Treasurer, subject to the control of the Board of Trustees.

Assistant Secretary

The Assistant Secretary, if any, in the absence or disability of the Secretary, shall perform the duties and exercise the powers of the Secretary.

Assistant Treasurer

The Assistant Treasurer, if any, in the absence or disability of the Treasurer, shall perform the duties and exercise the powers of the Treasurer.

Section 5.6 Attendance.

The Executive Board shall be active participants in policies and actions of the board, having been duly informed by the Nominating Committee of their responsibilities, including consistent attendance at Board Meetings.

Section 5.7 Compensation and Expenses.

Trustees shall not receive any stated salary for their services as such, but, by resolution of the Board of Trustees, a fixed reasonable sum for expenses may be allowed for attendance at each regular or special meeting of the Board of Trustees. The Board of Trustees shall have power in the discretion to contract for and pay to Trustees rendering unusual or special services to the Corporation special compensation appropriate to the value of such services.

Section 5.8 Removal.

Any officer may be removed, either with or without cause, by a vote of the majority of the entire Board of Trustees. Any officer proposed to be removed shall be entitled to at least five (5) days notice, in writing by mail, of the meeting of the Board of Trustees at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Trustees at such a meeting.

ARTICLE VI - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 6.1 Contracts.

The Board of Trustees, except as this Code of Regulations provides, may authorize any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Trustees, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

Section 6.2 Bills, Notes, Etc.

All bills payable, notes, checks or other negotiable instruments of the Corporation shall be made in the name of the Corporation and shall be signed in accordance with Resolutions duly adopted by the Corporation. No officer, either single or jointly with others, shall have the power to make any bills payable, notes, checks, drafts, warrants or other negotiable instruments or endorse the same in the name of the Corporation or contract or cause to be contracted any debt or liability in the name or in behalf of the Corporation, except as herein expressly prescribed and provided. The Trustees, by resolution, may authorize any employee of the Corporation to sign corporate checks.

ARTICLE VII - FISCAL YEAR

The fiscal year of the Corporation shall end in December each year.

ARTICLE VIII - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Trustee, Officer, or Employee of the Corporation or member of a committee or person connected with the Corporation, or any other private individual shall receive, at any time, any pecuniary profit from the operations of the Corporation (except for compensation for services rendered or consideration for goods sold as permitted by this Code of Regulations) or any of the net earnings of the Corporation, and no such person shall be entitled to share in the distribution of any corporate assets upon the dissolution of the Corporation. The incorporator(s) and Trustees shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Trustees shall be distributed, transferred, conveyed, delivered and paid over, as provided for in the Certificate of Incorporation, in such amounts as the Board of Trustees may determine or may be determined by a court of competent jurisdiction upon application of the Board of Trustees.

ARTICLE IX - INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it according to the judgement of the Board of Trustees, without being restricted to a class of investments.

ARTICLE X - BOOKS AND RECORDS

There shall be kept correct and complete books and records of account and minutes of the proceedings of the Corporation's Trustees.

ARTICLE XI - INDEMNIFICATION

Section 11.1 Right to Indemnification and Payment of Expenses.

This Corporation shall indemnify and shall pay the expenses of any person described in, and entitled to indemnification or payment of expenses, under the provisions of Section 1702.12 (E) of the Ohio Revised Code as such section may be altered or amended from time to time and to the full extent permitted thereby.

Section 11.2 Purchase of Insurance.

This Corporation may purchase and carry insurance on behalf of any such persons against any liability asserted against such person or incurred by such person in any such capacity or arising out of his or her status as such, regardless of whether this Corporation would have the power to indemnify him against such liability. Recourse shall be made to any such insurance prior to the satisfaction of any claim for

indemnification directly for the assets of this Corporation.

Section 11.3 Rights not Exclusive.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these Regulations, any agreement, any insurance purchased by this Corporation, vote of members or otherwise, and shall continue as to a person who has ceased to be a member, trustee, officer, employee or agent and shall insure to the benefit of the heirs, executors and administrators of such person; however, there shall be no duplicate payments by or on behalf of this Corporation.

ARTICLE XII - AMENDMENTS

This Code of Regulations of the Corporation may be altered, amended, repealed or added to by an affirmative vote of a majority of the Board of Trustees at an annual meeting or at a special meeting called for that purpose, provided that written notice shall have been sent to each Trustee entitled to receive such notice, which notice shall state the alterations, amendments or changes proposed to be made in this Code of Regulations. Only such changes as have been specified in the notice shall be made. If, however, all the Trustees shall be present at any regular meeting or special meeting, this Code of Regulations may be altered by unanimous vote without any previous notice.

ARTICLE XIII - ANNOTATION OF AMENDMENTS

The Secretary shall maintain an annotation of amendments of this Code of Regulations within the corporation minute book. Upon adoption of an amendment to this Code of Regulations, the Secretary shall enter upon such page of annotations the number of the section amended and the date of the Board of Trustees meeting when such enactment was adopted. The Secretary shall also endorse upon the appropriate portion of this Code of Regulations as originally adopted the phrase "Amended - See Annotation of Amendments."

APPENDIX A - ADDITIONS & AMENDMENTS NOT YET INCORPORATED

Standing Committee Chairpersons

Standing Committee Chairpersons shall serve one year or the duration of the office to which they were elected with the Committee function.

a. Ad Hoc Committee Chairpersons

Ad Hoc Committee Chairpersons shall serve until their special assignments are completed or a new President assumes office, whichever is shorter.

Ad Hoc Committees

The President, with approval of the Executive Board, shall appoint Ad Hoc Committees as needed for special assignments.

CRITICAL INCIDENT STRESS SERVICES
FOR CUYAHOGA COUNTY, INC.

CODE OF REGULATIONS

EXHIBIT A

The following persons are the Trustees of the Corporation as of _____, 1998.

Theodore Bell
Kelly Kuna
Michael Maly
Matthew P. Carroll
Russell Clark
Richard A. Peterson
Kathleen Rice
Lisa S. Roth
Kenneth A. Rybka
Landra A. Slaughter
Michele Smolin
Donna Znidarsic

I, Michael Maly, Secretary of the Critical Incident Stress Services for Cuyahoga County, Inc. (the "Corporation"), do hereby certify that I am the duly elected Secretary of the Corporation; that I am authorized to give this certification; that listed above are the Trustees of the Corporation, such list being accurate and correct as of this _____ day of _____, 1998.

IN WITNESS WHEREOF, I have hereunto subscribed my name as Secretary of the Corporation.

Michael Maly, Secretary

CRITICAL INCIDENT STRESS SERVICES
FOR CUYAHOGA COUNTY, INC.

CODE OF REGULATIONS

EXHIBIT B

Section 3.2 (Revised) Number, Term of Office, Election.

The authorized number of Directors shall be determined from time to time by the Directors, but in no case should the number of Directors be **less than six (6) and not more than twelve (12)**. Each Director shall hold office for a one (1) year term, or until his successor is elected and qualified, unless such trustee shall cease to be in office due to death, resignation, or removal. There shall be no limit on the number of terms a Director may serve. Directors shall be elected at the annual meeting of Directors, or they may be elected at a special meeting called and held for such purpose. Any Director, by notice in writing to the Board of Directors, may resign at any time.

Adopted by the Board of Directors on April 9, 2003.

CRITICAL INCIDENT STRESS SERVICES
FOR CUYAHOGA COUNTY, INC.

CODE OF REGULATIONS

EXHIBIT C

Section 3.11 (Revised) Quorum: Voting: Adjournment.

At all meetings of the Board of Directors, **1/3 of the Directors of the Corporation entitled to vote shall constitute a quorum for the transaction of business, however in no case will the quorum be less than four (4) Directors.** The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors. After a quorum has been established at a meeting of the Board of Directors, the subsequent withdrawal of Directors from the meeting so as to reduce the number of Directors present at any meeting to fewer than the number required for a quorum shall not affect the validity of any action taken by the Board of Directors at that meeting or any adjournment thereof. A majority of the Directors present, whether or not a quorum exists, may adjourn any meetings of the Board of Directors to another time and place.

Adopted by the Board of Directors on April 9, 2003.