

**AMENDED AND RESTATED BYLAWS
OF
DEVELOPMENTAL PATHWAYS, INCORPORATED**

June 27, 2017

ARTICLE I

OFFICES

Section 1.1 Business Offices. The principal office of the corporation shall be Developmental Pathway's Inverness Office, 325 Inverness Drive South, Englewood, Colorado 80112. The corporation may at any time and from time to time change the location of its principal office. The corporation may have such other offices within Colorado, as the Board of Directors may designate, or as the affairs of the corporation may require from time to time.

Section 1.2 Registered Office. The registered office required by the Colorado Revised Nonprofit Corporation Act (the "Act") to be maintained in Colorado may be changed from time to time by the Board of Directors, or to the extent permitted by the Act by the registered agent of the corporation, provided in all cases that the street addresses of the registered office and or the business office or home of the registered agent of the corporation are identical.

ARTICLE II.

MEMBERS

Section 2.1 No Members. The corporation shall have no voting or nonvoting members.

ARTICLE III.

BOARD OF DIRECTORS

Section 3.1 General Powers. Except as otherwise provided in the Act, the Articles of Incorporation or these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by, its Board of Directors.

Section 3.2 Qualifications, Number, Staggered Terms, Election and Tenure.

(a) Qualifications. Each director must be a natural person who is eighteen years of age or older. A director need not be a resident of Colorado. In accordance with § 25.5-10-209, C.R.S., the Board of Directors shall be composed of one or more persons from each of the following categories: (i) interested persons representing the

community at large; (ii) family members of persons with intellectual and developmental disabilities who are receiving services or supports; and, (iii) persons with intellectual and developmental disabilities who are receiving services or supports. In accordance with § 25.5-10-209(2)(b), C.R.S., no staff member of the corporation, nor any employees or board members of any other service agencies may serve on the Board of Directors. The term “service agency” as used in these Bylaws has the meaning given in § 25.5-10-202, C.R.S. Employees and Board members of other organizations whose purposes, objectives, or actions are determined by the Board of Directors to be in conflict with the purposes, objectives, or welfare of the corporation shall not be eligible to serve as directors.

(b) Number. The authorized number of directors of the corporation shall be from 10 to 21 persons, as determined by the Board of Directors from time to time. Any action of the Board of Directors to change the number of directors to a number greater or lesser than the range specified in the preceding sentence, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these Bylaws, provided such action otherwise satisfies the requirements of the Act, the Articles of Incorporation, and these Bylaws.

(c) Staggered Terms. For continuity in governance, director terms shall be staggered so that a “class” of approximately one-third of the then-current director positions is elected each year. The term of office of the directors in each class shall expire at the end of the third annual meeting of the Board of Directors held after the election of such class.

(d) Election. Candidates for directorship on the Board of Directors shall be screened and nominated by the nominating committee, subject to the qualifications in paragraph (a) of this Section 3.2 and such other selection criteria, not inconsistent with paragraph (a), as the Board of Directors may approve. Upon the expiration of each director’s term, the nominating committee shall review such director’s performance, qualifications, and the then-current needs of the Board and determine whether to re-nominate such director. Directors shall be elected by the majority vote of those directors present at the meeting at which the nomination is presented from the slate of nominees presented by the nominating committee. Directors standing for reelection are permitted to vote for themselves and count toward the meeting’s quorum requirement. In no event shall staff members of the corporation or employees or board members of any service agencies be permitted to vote for members of the Board of Directors.

(e) Tenure. The regular term of office for a director shall be three years unless sooner terminated by death, incapacity, resignation or removal. No individual may serve as a director for more than three consecutive or nonconsecutive terms, except that any initial term of less than three years and any partial term served by reason of an increase in the number of directors or an election to fill a vacancy for an unexpired term shall not be counted. After serving three consecutive or nonconsecutive full three-year terms, an individual will not be eligible for election as a director until one year after the expiration of the third term.

Section 3.3 Resignation; Removal; Vacancies. Any director may resign at any time by giving written notice to the President of the Board, to the Vice President of the Board, or to the Secretary of the Board. A director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director shall be deemed to have resigned in the event of such director's incapacity as determined by a court of competent jurisdiction. Any director 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 of an elected director may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected, appointed, or designated to fill a vacancy shall hold the office for the unexpired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office, and a director so chosen shall hold office until the next election of the class of directors for which such director was chosen and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation or removal. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 3.4 Regular Meetings. A Regular Meeting of the Board of Directors shall be held at a date, time, and location as determined by the Board, for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting. The Board of Directors shall from time to time adopt by resolution the date, time and location for the holding of additional Regular Meetings.

(a) Public Notice of Regular Meetings. Notice of each Regular Meeting of the Board of Directors shall be made available to the public by posting the date, time, and location of such Regular Meeting on the corporation's website at least fourteen (14) business days prior to the date of such Regular Meeting, pursuant to § 25.5-10-209(6)(a), C.R.S.

(b) Agenda. The Agenda of each Regular Meeting of the Board of Directors shall be made available to the public by posting such Agenda on the corporation's website at least seven (7) business days prior to each Regular Meeting.

(c) Public Comment. Each Regular Meeting of the Board of Directors shall allow for public comment, and the Agenda shall reflect the time allowed for public comment.

(d) Documents. Any documents related to functions of the corporation that are available for public dissemination *at the time the Agenda is posted* shall be made available to the public by posting such documents on the corporation's website at the time the Agenda is posted. Written copies of such documents shall be made available for public dissemination at each Regular Meeting. These requirements shall not apply to:

(i) any documents, or a portion of such documents, the disclosure of which requires the approval of the Board of Directors and which approval has not been obtained as of the time the Agenda is posted;

(ii) any other documents, or any portion of such documents, 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 (HIPAA);

(iii) any documents that have or will be discussed by the Board of Directors in Executive Session; or,

(iv) any other documents the disclosure of which is otherwise prohibited by law.

(e) Additional Documents. Any additional documents distributed to the Board at a Regular Meeting that was not, as of the date of such meeting, already posted on the corporation's website, shall be made available to the public by posting on the corporation's website, except such documents, or portions of such documents, referenced in Section 3.4, paragraph (d)(i)-(iv), above

(f) The corporation shall submit annually a written long-range plan or an annual update to that plan for its designated service area pursuant to guidelines developed by the Department of Health Care Policy and Financing.

(i) The long-range plan or annual updates to the plan shall be developed through collaborative community efforts, facilitated by the corporation, and shall include an annual public forum. At a minimum, the designated service area planning process shall include appropriate opportunities and times for participation and input for persons with developmental disabilities who are receiving or waiting for services and supports; families who are receiving or waiting for services and supports; and service agencies under contract with the corporation.

(ii) Copies of the written long-range plan or annual update shall be available to the public during business hours at a reasonable cost not to exceed the costs allowed in section 24-72-205, C.R.S.

Section 3.5 Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President of the Board or twenty-five percent (25%) of the directors then in office. The Board of Directors shall fix the date, time and location for holding any Special Meeting of the Board so called.

(a) Public Notice of Special Meetings. Notice of each Special Meeting of the Board of Directors shall be made available to the public by posting the date, time, and location of such Special Meeting on corporation's website at least 24 hours prior to such Special Meeting, pursuant to § 25.5-10-209(6)(a), C.R.S.

(b) Agenda. The Agenda of each Special Meeting of the Board of Directors shall be made available to the public by posting such Agenda on the corporation's website at least twenty-four (24) hours prior to such Special Meeting.

(c) Public Comment. Each Special Meeting of the Board of Directors shall allow for public comment, and the Agenda shall reflect this requirement.

(d) Documents. Any documents related to functions of the Community-Centered Board that are available for public dissemination at the time the Agenda is posted shall be made available to the public by posting such documents on the corporation's website at the time the Agenda is posted. Written copies of such

documents shall be made available for public dissemination at the each Special Meeting. These requirements shall not apply to:

(i) any documents, or portion of such documents, the disclosure of which requires the approval of the Board of Directors and which approval has not been obtained as of the time the Agenda is posted; nor,

(ii) any other documents, or any portion of such documents, 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 (HIPAA); nor,

(iii) any documents that have or will be discussed by the Board of Directors in Executive Session; nor,

(iv) any other documents the disclosure of which is otherwise prohibited by law.

(e) Additional Documents. Any additional documents distributed to the Board at any Special Meeting that was not, as of the date of such meeting, already posted on the corporation's website, shall be made available to the public by posting on the corporation's website, except such documents, or portions of such documents, referenced in Section 3.5, paragraph (d)(i)-(iv), above.

Section 3.6 Notice to Directors of Special Meetings.

(a) Requirements. Notice of each Special Meeting of the Board of Directors shall state the date, time and location of the meeting and shall be delivered to each director at such director's business or residential address, by any means reasonably calculated to give actual notice at least twenty-four (24) hours prior to such Special Meeting. Written notice, effective at the earliest of: (i) the date received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if properly addressed and with first class postage affixed; or (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. If transmitted by facsimile, electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete.

(b) Special Meetings. Notwithstanding any contrary provisions of Sections 3.5 and 3.6(a), Special Meetings of the Board of Directors may be called by or at the request of the President of the Board or twenty-five percent (25%) of the directors then in office upon notice provided at least 24 hours prior thereto. Notice of any such Special Meeting shall be delivered by the most expedient means practicable that is reasonably calculated to give actual notice to all directors then in office. Such notice shall state the date, time and location of the meeting, and, if practicable, provide a brief description of the urgent circumstances giving rise to the need for a Special Meeting, unless the reasons for the meeting are the subject of an executive session under Section 3.9 of these Bylaws and § 25.5-10-209(2)(b)(IV), C.R.S. Notice of Special Meetings shall be made available to the public by posting on the corporation's web site the date, time, and location of such meeting at least twenty-four (24) hours prior to such meeting, pursuant to § 25.5-10-209(6)(a), C.R.S. The urgent circumstances necessary to call a

Special Meeting under this Section 3.6(b) exist if the person or persons authorized to call such a meeting possess a good faith belief that such urgent circumstances exist. Action taken in good faith during a Special Meeting called in accordance with this Section 3.6(b) may not be the basis for imposition of liability on any director or officer of the corporation on the ground that the action taken was not authorized corporate action.

(c) Waiver of Notice. A director may waive notice of any Special Meeting before or after the time, and date of the Special Meeting stated in the notice. Except as otherwise provided in this Section 3.6(c), the waiver shall be in writing and signed by the director entitled to the notice. Such waiver shall be delivered to the corporation for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. A director's attendance at or participation in a Special Meeting waives any required notice to that director of the meeting unless: (i) at the beginning of the Special Meeting or promptly upon the director's later arrival, the director objects to holding the Special Meeting or transacting business at the Special Meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the Special Meeting; or (ii) if special notice was required for a particular purpose pursuant to the Act or these Bylaws, the director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the Special Meeting with respect to such purpose.

Section 3.7 Deemed Assent. A director of the corporation who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to all action taken at the meeting unless: (i) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; or (ii) the director contemporaneously requests the director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (iii) the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before the adjournment thereof or by the corporation promptly after the adjournment of the meeting. Such right of dissension or abstention is not available to a director who votes in favor of the action taken.

Section 3.8 Quorum and Voting. At least 50 percent of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Act, the Articles of Incorporation or these Bylaws. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No director may vote or act by proxy at any meeting of directors.

Section 3.9 Public Meetings; Executive Sessions. In accordance with § 25.5-10-209(2)(b)(IV), C.R.S., meetings of the Board of Directors shall be open to the public; except that by a vote of a two-thirds majority of the directors present, the Board of Directors 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. Executive sessions at all Regular and Special Meetings shall be closed to the public, except that by a vote of a simple-majority of the directors present at any such meeting, non-directors, including but not limited to, legal counsel, financial advisers, consultants, employees or officers of the corporation, or other persons with information or expertise relevant to the topic or topics of the executive session may be permitted to attend and participate in the executive session.

Section 3.10 Compensation. Directors shall not receive compensation for their services as such; however, the reasonable expenses for directors for attendance at Board meetings may be paid or reimbursed by the corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

Section 3.11 Committees. By one or more resolutions adopted by the vote of a majority of the directors present in person at a meeting at which a quorum is present, the Board of Directors may designate from among its members one or more committees. Any committee may not consist of a quorum or more of members of the Board of Directors. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the Board from any responsibility or standard of conduct imposed by law or these Bylaws. Executive Committee. The Executive Committee shall be comprised of the President of the Board, the Vice President of the Board, the Secretary of the Board, the Treasurer of the Board, and the Immediate Past President of the Board (assuming such person is a director). The Executive Committee may make recommendations for action, in an advisory capacity to the Board of Directors relating to (i) matters arising under Section 5.2 of these Bylaws, General Standards of Conduct for Directors and Officers; (ii) evaluation of the performance of the Executive Director/Chief Executive Officer; (v) to recommend to the full Board the compensation of the Executive Director/Chief Executive Officer in a manner that takes into account his/her performance, compensation for like positions in comparable agencies, and any legal requirements affecting compensation of such positions; (vi) to make recommendations to the Board regarding the compensation of Executive officers; (vii) to conduct, in conjunction with the Nominating Committee, ongoing reviews and evaluations of the performance and effectiveness of the Board of Directors; (viii) to advise on the management of any litigation involving the corporation; and (ix) to perform such other advisory functions as may be assigned by the Board of Directors from time to time pursuant to Section 3.11 of these Bylaws.

(a) Nominating Committee. The Nominating Committee is a standing committee of the Board. The Nominating Committee is charged with developing (and revising, as necessary) criteria to be recommended to the full Board for use by the Nominating Committee in recruiting, screening and evaluating candidates for nomination to the Board of Directors or to serve as officers of the corporation. The nominating committee is further charged with implementing an annual Board evaluation process, and with evaluating individual Board members seeking an additional term of service.

Section 3.12 Advisory Boards and Committees. The Board of Directors may from time to time form one or more advisory boards, committees, auxiliaries or other bodies composed of such members, having such rules of procedure, and having such chair, as the Board of Directors shall designate. No such advisory board, committee, or auxiliary entity or other body may be composed of a quorum or more of board members. The name, objectives and responsibilities of each such advisory board or committee, and the rules and procedures for the conduct of its activities, shall be determined and controlled by the Board of Directors. An advisory Board may provide such advice, service, and assistance to the corporation, and carry out such duties and responsibilities for the corporation as may be specified by the Board of Directors; except that, if any such committee or advisory Board has one or more members thereof who are entitled to vote on committee matters and who are not then also directors, such committee or advisory Board may not exercise any power or authority reserved to the Board of Directors or Executive Committee by the Act, the Articles of Incorporation or these Bylaws. Further, no advisory Board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the corporation without the express approval of the Board of Directors.

Section 3.13 Electronic Meetings. Members of the Board of 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, as long as such meeting is in compliance with all public notice and participation requirements of these Bylaws and applicable state law and regulation. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.14 Direct Public Access to the Board via Email. Pursuant to 25.5-10-209(6)(c), the corporation shall make available to the public by posting on its website an email address corresponding to each member of its Board. The email address shall specify the name of the individual Board member and reference the corporation. The corporation shall not filter such emails through an employee of the corporation before such emails are delivered to the Board member.

ARTICLE IV.

OFFICERS AND AGENTS

Section 4.1 Designation and Qualifications. The elected officers of the corporation shall be a President of the Board, a Vice President of the Board, a Secretary of the Board, and a Treasurer of the Board. The Executive Director, who shall also be the Chief Executive Officer, the Chief Operating Officer, who is responsible for the daily operations of the company and reports to the Chief Executive Officer, and the Chief Financial Officer, all serve as agents of the corporation. The Board of Directors may also appoint, designate or authorize such other officers, assistant officers and agents, including one or more vice presidents, assistant secretaries and assistant treasurers, as it may consider necessary or useful. One person may hold more than one office at a time. The President of the Board, the Vice President of the Board, the Secretary of the Board and the Treasurer of the Board must each be directors of the corporation. The Executive Director, Chief Operating Officer and the Chief Financial Officer may not serve on the Board of Directors of the corporation. All officers and agents must be natural persons who are eighteen years of age or older. All officers and agents are subordinate and responsible to the Board of Directors.

Section 4.2 Election and Term of Office. Candidates for officer positions shall be recommended to the Board of Directors by the nominating committee. The Board of Directors shall elect or appoint the officers at or in conjunction with each annual meeting of the Board of Directors. If the election and appointment of officers shall not be held at or in conjunction with such meeting, such election or appointment shall be held as soon as convenient thereafter. Each officer shall hold office from the end of the meeting at or in conjunction with which such officer was elected or appointed until such officer's successor shall have been duly elected or appointed and shall have qualified, or until such officer's earlier death, resignation or removal.

Section 4.3 Compensation. The compensation of the Executive Director shall be as determined from time to time by the Executive Committee and approved by the Board of Directors. To the extent reasonably feasible, the person or persons determining compensation shall obtain data on the compensation of officers holding similar positions of authority within comparable organizations, shall set the compensation based on such data and an evaluation of the Executive Director's performance and experience as related to the requirements of the position, and shall document the basis for the determination including the comparison data used, the requirements of the position, and the evaluation of the Executive Director's performance and experience. However, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

Section 4.4 Removal. Any officer or agent may be removed by the Board of Directors at any time, with or without cause, but removal shall not affect the contract

rights, if any, of the person so removed. Election, appointment or designation of an officer or agent shall not itself create contract rights.

Section 4.5 Vacancies. Any officer or agent may resign at any time, subject to any rights or obligations under any existing contracts, if any, between the officer or agent and the corporation, by giving written notice to the Board of Directors. A resignation shall take effect upon receipt by the corporation unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer or agent shall be deemed to have resigned in the event of such person's incapacity as determined by a court of competent jurisdiction. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term. If a resignation is made effective at a later date, the Board of Directors may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board of Directors may remove the officer at any time before the effective date and may fill the resulting vacancy.

Section 4.6 Authority and Duties of Officers and Agents. The officers and agents of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the President, the Board of Directors or these Bylaws, except that in any event each person shall exercise such powers and perform such duties as may be required by law.

(a) President of the Board. The President of the Board shall: (i) preside at all meetings of the Board of Directors; (ii) see that all resolutions of the Board of Directors are carried into effect; and (iii) perform all other duties incident to the office of President of the Board and as from time to time may be assigned to the President by the Board of Directors.

(b) Vice President of the Board. The Vice President of the Board shall assist the President of the Board and shall perform such duties as may be assigned to Vice President by the President or by the Board of Directors. The Vice President shall, at the request of the President, or in the President's absence, inability, or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions on the President.

(c) Secretary of the Board. The Secretary of the Board shall: (i) ensure that the minutes of the proceedings of the Board of Directors and any committees of the Board (to the extent such committees are required to keep minutes) are recorded, approved and properly filed; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) ensure proper custody and security of the corporate records and of the seal of the corporation; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such office by the President or by the Board of Directors.

(d) Treasurer of the Board. The Treasurer of the Board shall oversee the financial affairs of the corporation in cooperation with the Chief Financial Officer.

(e) Executive Director. The Executive Director shall, subject to the direction and supervision of the Board of Directors: (i) be the Chief Executive Officer of the corporation and have general and active control of its affairs and business and general supervision of its agents and employees; (ii) propose, prepare and present to the President and the Board of Directors specific programs and activities that will further the corporation's purposes; (iii) see that all resolutions of the Board of Directors are carried into effect; and (iv) perform all other duties incident to the office of Executive Director and as from time to time may be assigned to such office by the Board of Directors.

In the event that the Executive Director is absent or unable to act in his or her capacity, and upon the direction of the Board of Directors, an executive officer of the corporation may be granted commensurate authority to act and perform the duties of Executive Director until such authority is formally rescinded by the Executive Director or the Board of Directors.

(f) Chief Financial Officer. The Chief Financial Officer of the corporation shall: (i) have the care and custody of all corporate funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (ii) receive and give receipts and acquittances for moneys paid on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the President and the Board of Directors statements of account showing the financial position of the corporation and the results of its operations; (iv) monitor compliance with all requirements imposed on the corporation as a tax-exempt organization described in section 501(c)(3) of the Internal Revenue Code; (v) upon request of the Board, make such reports to it as may be required at any time; and (vi) perform all other duties incident to the office of Chief Financial Officer and such other duties as from time to time may be assigned to such office by the Executive Director.

Section 4.7 Power and Authority Reserved to the Board. The power and authority to take the following actions is reserved expressly to the Board of Directors. No officer or agent, including without limitation, the Executive Director and President of the Board, shall have the power to do any of the following without prior authorization by the Board of Directors.

(a) Sell Assets. Dispose of, agree to dispose of, grant an option over, or grant an interest in any asset or any group of related assets valued at more than \$100,000;

(b) Acquire Assets. Acquire, agree to acquire, take an option over, or acquire an interest in any asset or group of related assets valued at more than \$100,000, except as included in an annual budget approved by the Board;

(c) Material Change to Business. Materially change the structure or direction of a substantial part of the corporation's business;

(d) Borrow Money. Borrow money or obtain financial accommodation or debt finance of any kind, other than accounts payable in ordinary course;

(e) Lend Money. Lend money or provide financial accommodation or debt finance of any kind, other than accounts receivable in ordinary course;

(f) Incur Commitments. Enter into any contract or incur any expenditure, liability or commitment of more than \$100,000, or for a duration exceeding one month;

(g) Encumber Assets. Create an encumbrance or lien over any of the corporation's assets;

(h) Withdraw Money from Accounts. Pay any money from a bank account except in the ordinary course of the corporation's business;

(i) Contracts. Enter into, amend, or terminate any contract with any person to be an employee of, or consultant to, the corporation, including without limitation, as applicable, any contract with the Executive Director or Chief Financial Officer;

(j) Legal Proceedings. Begin, compromise, or refer to mediation or arbitration any litigation of any kind;

(k) Legal Counsel. Retain or dismiss legal counsel to represent the corporation or the Board of Directors, or to agree to pay any legal counsel retained by any officer of the corporation;

(l) Retirement Plan Changes. Vary or allow variation of any retirement plan covering any of its employees;

(m) Assume Liabilities. Assume, incur, or guaranty liabilities for the benefit of any person, including without limitation, any employee or director of the corporation;

(n) Related Party Contracts. Enter into any contract, arrangement or understanding with an employee, consultant or director of the corporation, or a family member of any such person, or a business or entity in which any such person owns more than 5% of the outstanding equity; or,

(o) Other New Business. Enter into any new business which may conflict with the provisions of this Section 4.7, the Act, the Articles of Incorporation, or these Bylaws.

Section 4.8 Surety Bonds. The Board of Directors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.

ARTICLE V.

FIDUCIARY MATTERS

Section 5.1 Indemnification.

(a) Scope of Indemnification. The corporation shall indemnify each director, officer, employee and volunteer of the corporation to the fullest extent permissible under the laws of the State of Colorado. The corporation may, at the direction of the Board of Directors, purchase and maintain insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 5.1. The Executive Director shall report to the Board of Directors at each annual meeting, and at such other times as requested by the President, with respect to the status of such insurance. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Section 5.1 to the fullest extent permissible under the laws of the State of Colorado.

(b) Savings Clause; Limitation. If any provision of the Act or these Bylaws dealing with indemnification shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these Bylaws that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

Section 5.2 General Standards of Conduct for Directors and Officers.

(a) Director Training. The corporation shall provide to incoming members of the Board training regarding (i) the duties of a Board member; (ii) the financial and fiduciary responsibilities assumed by Board members; (iii) the intellectual and developmental disability system in the State; (iv) the overall business functions of the corporation; and, (v) any other matters that will, in the determination of the corporation,

allow the Board member to better understand and fulfill his or her obligations to the Board and the corporation, and the role played by the corporation in the State of Colorado in the connection with the delivery of services for persons with intellectual and developmental disabilities.

(b) Discharge of Duties. Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the Board, and each officer with discretionary authority shall discharge the officer's duties under that authority: (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of the corporation. Any director determined by the Board to be acting in a manner detrimental to the purposes, objectives, or welfare of the corporation may be subject to dismissal from the Board of Directors.

(c) Reliance on Information, Reports, Etc. In discharging duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a director, a committee of the Board of Directors of which the director is not a member if the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 5.2(b) unwarranted.

(d) Liability to Corporation. A director or officer shall not be liable as such to the corporation for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Section 5.2.

(e) Director Not Deemed to Be a "Trustee." A director, regardless of title, shall not be deemed to be a "trustee" within the meaning given that term by trust law with respect to the corporation or with respect to any property held or administered by the corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

(f) Confidentiality. The Board of Directors may from time to time adopt standards of confidentiality regarding disclosure of information received by directors in the course of their service on the Board. Any director's failure to adhere to such standards shall constitute a cause for removal pursuant to section 3.3 above.

Section 5.3 Conflicts of Interest

Definitions

(a) Interested Person. Is any director, principal, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(i) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;

(ii) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or,

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

(c) Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

(d) A financial interest is not necessarily a conflict of interest, but must be reported and evaluated by the Board of Directors to determine if a conflict of interest exists.

(e) Policy. Each director shall be responsible to disclose to the President, Vice President or Treasurer any time they become an interested person, have a financial interest, or have any matter or interest which may in fact or perception entail any direct or indirect personal or professional financial benefit to the director by reason of the director's membership on the Board, or which may in fact or perception be in conflict with the purposes, objectives or best interests of the corporation. The Board of Directors may from time to time adopt policies and procedures for identifying and disclosing to the Board of Directors conflicts of interest involving directors and the corporation, and for approving transactions involving conflicts of interest. Each director shall read and sign a conflict of interest notice of duties document annually. Any director's failure to follow section 5.3 of these Bylaws and/or such policies and procedures shall constitute a cause for removal pursuant to section 3.3 above.

(f) Voting. Directors shall not be entitled to vote on any matter in which they have a conflict of interest.

(g) Determining Whether a Conflict of Interest Exists. After disclosure of any potential or actual conflict of interest and all material facts, and after any discussion with the interested person, the interested person shall recuse him or herself from the governing Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide whether a conflict of interest exists by the affirmative vote of a majority of the disinterested directors on the Board, even though the disinterested directors are less than a quorum.

(h) Procedures for Addressing the Conflict of Interest. An interested person may make a presentation to the Board of Directors, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The President or acting chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(i) Approval of Conflicting Interest Transactions. Subject to any policies adopted pursuant to this section 5.3, the corporation may enter into a conflicting interest transaction provided either:

(i) The material facts as to the interested director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors which authorizes, approves or ratifies the conflicting interest transaction, and the Board in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors on the Board, even though the disinterested directors are less than a quorum; or

(ii) The conflicting interest transaction is fair as to the corporation, as determined by the affirmative vote of a majority of the disinterested directors of the Board, even though the disinterested directors are less than a quorum.

(j) Violations:

(i) If the Board has reasonable cause to believe a director has failed to disclose actual or possible conflicts of interest, it shall inform the director of the basis for such belief and afford the director an opportunity to explain the alleged failure to disclose.

(ii). If, after hearing the director's response and after making further investigation as warranted by the circumstances, a majority of the Board determines the director has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and/or corrective action, which may include expulsion from the Board, consistent with the procedures outlined in Section 3.3 of these Bylaws.

Section 5.4 Liability of Directors for Unlawful Distributions.

(a) Liability to Corporation. A director who votes for or assents to a distribution made in violation of the Act, the Articles of Incorporation, or these Bylaws shall be personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed without violating the Act, the Articles of Incorporation, or these Bylaws if it is established that the director did not perform the director's duties in compliance with the general standards of conduct for directors set forth in Section 5.2.

(b) Contribution. A director who is liable under Section 5.4(a) for an unlawful distribution is entitled to contribution: (i) from every other director who could be liable

under Section 5.4(a) for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the Act, the Articles of Incorporation, or these Bylaws, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act, the Articles of Incorporation, or these Bylaws.

Section 5.5 Loans to Directors, Officers, Agents, or Employees Prohibited. No loans shall be made by the corporation to any of its directors, officers, agents, or employees. Any director, officer, agent, or employee 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.

ARTICLE VI.

RECORDS OF THE CORPORATION

Section 6.1 Minutes, Etc. The corporation shall keep as permanent records (which shall mean at least three years) minutes of all meetings of the Board of Directors, , and a record of all waivers of notices of meetings of the Board of Directors. Any such records shall be available to the public on request at a reasonable fee not to exceed the costs allowed in Section 24-72-205, C.R.S.

(a) Public Access to Minutes of Regular Meetings. Pursuant to § 25.5-10-209(6)(g), C.R.S., the Minutes of each Regular Meeting of the Board of Directors shall be made available to the public by posting such Minutes on the corporation's website after and in the form as such Minutes are approved by the Board of Directors.

(b) Public Access to Minutes of Special Meetings. Pursuant to §25.5-10-209(6)(g), C.R.S., the Minutes of each Special Meeting of the Board of Directors shall be made available to the public by posting such Minutes on the corporations website after and in the form as such Minutes shall be approved at the next Regular Meeting of the Board of Directors.

Section 6.2 Accounting Records. The corporation shall maintain appropriate accounting records as required by state and federal law.

Section 6.3 Records in Written Form. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 6.4 Records Maintained at Principal Office. The corporation shall keep a copy of each of the following records at its principal office:

- (a) The Articles of Incorporation;
- (b) These Bylaws;
- (c) A list of the names and business or home addresses of the current directors and officers;

(d) A copy of the most recent corporate report delivered to the Colorado Secretary of State;

(e) All financial statements prepared for periods ending during the last three years;

(f) The corporation's tax-exemption determination letter issued by the Internal Revenue Service; and

(g) All other documents or records required to be maintained by the corporation at its principal office under applicable law or regulation.

Section 6.5 Public Access to Certain Financial Information. The corporation shall make available to the public by posting on its website in a place that allows access to the public the following information:

(a) Each completed financial audit undertaken of the corporation not later than thirty (30) days following acceptance of such audit by the Board of Directors;

(b) The most current Form-990 the corporation has filed with the Federal Internal Revenue Service, not later than thirty (30) days following the corporation's filing of such form; and,

(c) Any contract entered into after August 10, 2016, between the corporation and the Department of Health Care Policy and Financing or the Department of Human Services, not later than thirty (30) days following approval of such contract by the Board of Directors.

Section 6.6 Information to be Made Available to the Public upon Request. The corporation shall make the following information available to a member of the Public upon reasonable request not later than five (5) business days after the request is made:

(a) The annual budget of the corporation for each calendar or fiscal year, as applicable, not later than thirty (30) days after final approval of the budget by the Board of Directors;

(b) An annual summary of all revenues and expenditures of the corporation as have been appropriated by the State concerning, as applicable: (i) capacity building; (ii) family support services; (iii) State General Fund supported living services; and, (iv) State General Fund early intervention, as calculated by September 30, of each year for the prior year; and,

(c) A description of the policies and procedures the corporation follows to track, manage, and report its financial resources and transactions, which policies and procedures are known as and may be referred to as the corporation's financial controls.

Section 6.7 Financial Reporting. Pursuant to §25.5-10-209(6)(d), C.R.S., the Board of Directors shall present the financial statements of the corporation for the approval of the Board at each Regular Meeting. The financial statements shall reflect the current, accurate financial information of the corporation, and shall be prepared in accordance with Generally Accepted Accounting Principles (GAAP). In the presence of

exigent circumstances which materially affect the preparation of financial statements on a monthly basis, such statements may be presented for the approval of the Board at the next Regular Meeting, but not less than once each quarter of the calendar year. Such exigent circumstances materially affecting the preparation of financial statements on a monthly basis exist if the Board determines, in its discretion, that such exigent circumstances are present.

(a) The corporation shall require the person or entity that performs financial audits to present and discuss the results of such audit at a Regular Meeting not less than once each year.

Section 6.8 Performance Audits. The corporation shall cooperate with the performance audit requirements set forth in § 25.5-10-209(4), C.R.S. Such performance audits shall be conducted by the State Auditor. The State Auditor shall pay the costs of any such performance audits. Pursuant to §25.5-10-209(5), C.R.S., the corporation shall be subject to the requirements of the Colorado Local Government Audit Law, § 29-1-601, *et seq.*, C.R.S.

ARTICLE VII.

MISCELLANEOUS

Section 7.1 Fiscal Year. The fiscal year of the corporation shall be from July 1st through June 30th of the following year.

Section 7.2 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 7.3 Designated Contributions. The corporation may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the corporation's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the corporation's tax-exempt purposes.

Section 7.4 Amendments. The Board of Directors shall have the exclusive power and authority at any time and from time to time to amend these Bylaws by the

vote of two-thirds of the directors then in office. The corporation shall provide notice of potential amendments as required by the Bylaws and Articles of Incorporation. The notice shall state that one purpose of the meeting is to consider a proposed amendment to the Bylaws and shall also contain a copy or summary of the proposed amendment.

Section 7.5 References to Internal Revenue Code. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 7.6 Principles of Construction. Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words “pay” and “distribute” shall also mean assign, convey and deliver; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these Bylaws.

Section 7.7 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event, these Bylaws shall be construed in all respects as if such invalid provision were omitted.

(END)

DEVELOPMENTAL PATHWAYS, INCORPORATED

BYLAWS CERTIFICATE

The undersigned certifies that s/he is the Secretary of Developmental Pathways, Incorporated, a Colorado nonprofit corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said corporation.

Dated: _____ 2017

Secretary