

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

September 29, 2022

ARTICLE I

OFFICES

Section 1.1 Business Offices. The principal office of the corporation shall be Developmental Pathway's Aurora Office, 14280 E. Jewell Ave., Suite A, Aurora, CO 80012. 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 of the corporation may be changed from time to time by the Board of Directors provided in all case the street address of the registered office and the business office of the registered agent 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, Tenure and Code of Conduct.

(a) Qualifications. Each director must be a natural person who is eighteen years of age or older. 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. No staff member of the corporation, nor any employees or board members of any other service agencies may serve on the Board of Directors.

(b) Number. The authorized number of directors of the corporation shall be from 7 to 15 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.

(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 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. The President and Vice President of the Board shall be elected annually by a majority of Board members and shall serve no longer than two (2) annual consecutive terms in each position.

(f) Code of Conduct. The Board may establish and maintain a Code of Conduct for Directors. Once established, Directors agree to be bound by its requirements and policies related thereto

Section 3.3 Resignation; Removal; Vacancies. Any director may resign at any time by giving written notice to the President of the Board or to the full Board. A director's resignation shall take effect at the time specified in such notice. 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.

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.

(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 documents subject to privacy or other

restrictions under law, documents requiring Board approval for dissemination, or documents related to Board Executive Session discussions.

(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 restricted documents, or portions of such documents, referenced in paragraph (d) of this Section 3.4.

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 twenty-four (24) hours prior to such Special Meeting.

(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 each Special Meeting. These requirements shall not apply to documents subject to privacy or other restrictions under law, documents requiring Board approval for dissemination, or documents related to Board Executive Session discussions.

(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 restricted documents, referenced in paragraph (d) of this Section 3.5.

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. If transmitted by email,

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. Notice of 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 and permissible, provide a brief description of the urgent circumstances giving rise to the need for a Special Meeting. Notice of Special Meetings shall be made available to the public by posting on the corporation's website the date, time, and location of such meeting at least twenty-four (24) hours prior to such meeting

(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. The waiver shall be in writing and signed by the director entitled to the notice.

Section 3.7 Deemed Assent. A director of the corporation who is present at a meeting of the Board of Directors at which 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. The presence of at least 50 percent of the directors 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 at a meeting at which a quorum is established shall be the act of the Board of Directors, except as may otherwise be required by the Act, the Articles of Incorporation or these Bylaws. No director may vote or act by proxy at any meeting of directors.

Section 3.9 Public Meetings; Executive Sessions. 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; 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.

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 at a meeting at which a quorum is established, 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. In addition to any Committee so established, there shall be the following standing committees of the Board of Directors:

(a) 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 President of the Board shall be limited to no more than two (2) consecutive annual terms. 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; (iii) the compensation of the Executive Director/Chief Executive Officer, in a manner that takes into account performance, compensation for like positions in comparable agencies, and any legal requirements affecting compensation of such positions; (iv) conducting, with the Nominating Committee, ongoing reviews and evaluations of the performance and effectiveness of the Board of Directors; (v) the management of any litigation involving the corporation; and (vi) such other advisory functions as may be assigned by the Board of Directors from time to time pursuant to this Section 3.11.

(b) Nominating Committee. The Nominating Committee shall be 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 Board Officers. The nominating committee is further charged with implementing an annual Board evaluation process, and with evaluating individual Board members seeking a term of service.

(c) Finance Committee. The Finance Committee shall provide financial oversight, guidance, and analysis of the corporation's finances and budget to ensure the corporation operates with the financial resources required to meet its programmatic and community obligations.

Section 3.12 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 3.13 Action Without a Meeting. (a) Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if two thirds (2/3) of the Board or committee in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director or committee member who delivers in writing described in this Section 3.13(a) to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

Section 3.14 Direct Public Access to the Board via Email. The corporation shall make available to the public by posting on its website an email address corresponding to each member of its Board.

ARTICLE IV.

BOARD OFFICERS AND EXECUTIVE STAFF

Section 4.1 Designation and Qualifications. The elected Board 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 Board shall also appoint the Executive Director, who shall also be the Chief Executive Officer of the organization. The Chief Executive Officer shall appoint a Chief Financial Officer, subject to Board approval.

Section 4.2 Election and Term of Office—Board Officers. Candidates for Board Officer positions shall be recommended to the Board of Directors by the Nominating Committee. The Board of Directors shall elect or appoint its 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 Board 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 of Executive Director. 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 persons 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 respective positions, and shall document the basis for the determination including the comparison data used, the requirements of the positions, and the evaluation of the Executive Director's performance and experience.

Section 4.4 Removal. Any Board Officer 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.

Section 4.5 Vacancies. Any Board Officer or Executive Staff member may resign at any time, subject to any rights or obligations under any existing contracts, if any, between such person 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. 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 person to remain in office or employed, as the case may be, until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office or commence employment until the effective

date, or the Board of Directors may remove the person at any time before the effective date and may fill the resulting vacancy.

Section 4.6 Authority and Duties of Board Officers and Executive Staff. The Board Officers and Executive Staff 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; and (ii) 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 the 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; (iv) direct and oversee compliance with applicable requirements for the corporation, including the requirements for Service Organizations and Community Centered Boards under Section 25.5-10-201 *et. seq.*, Colorado Revised Statutes; and (v) delegate and supervise the performance of the business of the corporation to other Executive Staff members; and (vi) 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, another Executive Staff member of the corporation may be granted commensurate authority to act and perform the duties of Executive Director.

(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; (ii) receive and give receipts for monies 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) 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) direct and oversee 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. Officers and agents, including without limitation, Board Officers and Executive Staff, shall obtain authorization of the Board of Directors prior to taking any action expressly reserved to the Board.

(a) Acquire or Sell Assets. Purchase, acquire, 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 \$500,000;

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

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

(d) Incur Commitments. Enter into any contract or incur any expenditure, liability or commitment in excess of \$500,000 or materially changes the structure or direction of a substantial part of the corporation's business, or create an encumbrance or lien over any of the corporation's assets, or assume, incur, or guaranty liabilities for the benefit of any person, including without limitation, any employee or director of the corporation;

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

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

(g) 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.

Except for those powers and authorities expressly reserved to the Board of Directors herein, the Board authorizes the Executive Director/Chief Executive Officer to enter into contracts or execute any instruments on behalf of and in the name of the corporation. The Executive Officer may expressly delegate such authority in writing to officers and agents of the corporation as is appropriate and necessary in the ordinary course of business.

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 from time to time 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 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.

(c) 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.

(d) 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.

Section 5.3 Conflicts of Interest.

(a) Definitions:

(i) 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

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

- (a) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
- (b) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
- (c) 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.

For the purposes of this subparagraph (ii), “compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. 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.

(b) 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.

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

(d) 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.

(e) 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.

(f) 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 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.

(a) Public Access to Minutes of Regular Meetings. 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. The Minutes of each Special 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 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 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 6.4 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) The most recent completed financial audit undertaken of the corporation, which shall be available 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 6.5 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 6.6 Financial Reporting. 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, as determined by the Board, 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.

(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.

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 Dissolution of Corporation. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. Disposal shall be made exclusively for exempt or public purposes, or be made to such organization or organizations as the Board of Directors shall determine to be organized exclusively for such purposes.

Section 7.6 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 7.7 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 7.8 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.

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 Bylaws of said corporation, adopted by the Board of Directors at its meeting on September 29, 2022, effective September 29, 2022.

DocuSigned by:

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