

Montana Treatment Access Program (MTAP)

*2023 Montana Opioid Abatement Trust
Grants*

406 Recovery

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Billings, MT 59101

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Application Form

Region Selection

To collaborate with someone else on this request, click the blue "Collaborate" button in the top-right corner.

Project Name*

Montana Treatment Access Program (MTAP)

Select Abatement Region and/or Metro Region*

Select the Multi-County Abatement Region **and/or** the Metro Region you are requesting grant funds from. Select all regions that apply, for example if you are collaborating with multiple Counties **and/or** Abatement Regions select each region the program/project will serve. Click [HERE](#) for a detailed map of Multi-County Abatement Regions and Metro Abatement Regions

Abatement Region 1
Abatement Region 2
Abatement Region 3
Abatement Region 4
Abatement Region 5
Cascade County
Flathead County
Gallatin County
Lake County
Lewis & Clark County
Missoula County
Ravalli County
Silver Bow County
Yellowstone County

Application Overview

About the Organization/Program*

Give a brief description of the Organization/Program/Project. Include the mission statement and the services provided.

406 Recovery is a Montana nonprofit that launched in July of 2022 to offer a state-approved SUD treatment program which offers telehealth services to treat patients across Montana. The organization's mission: to provide and advance substance use and co-occurring mental health treatment across the state by working as an integrated team combining proven therapeutic interventions from top level professionals. It's Vision: through comprehensive, personalized treatment, 406 Recovery serves a leader in ensuring every Montanan affected by substance use and/or mental health concerns has access to quality care.

In addition to it's physical offices where it receives patients in Billings, Bozeman and Missoula: 406 Recovery leverages telehealth to offer services to patients in their homes and at treatment centers to complete over

1000 patient encounters monthly. The organization has partnerships to offer patient care to patients presenting at Rimrock, Eastern Montana Community Mental Health Center (EMCMHC) locations, Crosswinds Recovery, Partnership Health Center and the Billings Community Crisis Center. It's professional services include MAT for SUDs (including opioid use disorder), ASAM level 1 SUD counseling, general behavioral health counseling, psychopharmacology consulting services, as well as psychiatric diagnosis, assessment and management.

406 Recovery has entered a collaborative practice agreement with Albertsons (Oscor) Pharmacies throughout Montana to offer a highly effective form of MAT for OUD: long-acting injectable buprenorphine.

406 Recovery has the highest number of addiction-boarded providers in the state. Specifically, it's physicians hold a total of 5 addiction boards: 2 addiction psychiatry boards and 3 addiction medicine boards. Additionally, 2 of it's NPs are boarded in addiction treatment. The organization boasts a residency-trained and boarded psychopharmacologist. 406 Recovery employs both a LAC and a dually-licensed LCSW/LAC.

What category does the program fit into*

Check the category/categories the program fits into. You may select more than one option.

Click [HERE](#) for a list of approved opioid remediation uses

Prevention
Treatment
Recovery

How does the program meet the Opioid Remediation Guidelines*

In detail, describe how the program fits into the approved Opioid Remediation Guidelines selected in the above question.

Please be specific

406 Recovery instrumentally directs the provision of MAT to individuals who are uninsured or whose insurance does not fully cover the needed service.

406 Recovery distributes Naloxone to individuals who are uninsured or whose insurance does not cover the needed service. (Kits funded through DPHHS and the MT Primary Care Association)

406 Recovery provides MAT education and awareness training to department of corrections, healthcare providers, law enforcement, and other first responders in counties across the state.

406 Recovery provides evidence-based treatment and recovery support services, including MAT for persons with OUD at several treatment facilities including Rimrock and Cross Winds Recovery. We also offer outpatient treatment at EMCMHC sites. We provide Buprenorphine long-acting injectable medication for patients released from prison. Additionally, we offer co-occurring disorder treatment for diagnoses including PTSD, Bipolar D/O, depression and anxiety disorders.

406 Recovery provides comprehensive evidence-based treatment including MAT for women w/ co-occurring OUD through pregnancy and postpartum. Growing evidence confirms the need to initiate and continue MAT for pregnant patients to improve outcomes for both the mother and infants.

New Program or Existing*

Is the funding intended for a new program or to expand an existing program?

A proposed supplement or expansion to a program.

Fiscal Information

Requested Amount*

\$1,000,000.00

Program Budget*

How will the funds be allocated? Attach a detailed line item budget breakdown for the program. If the funds are intended for a multi-year program please specify the amount budgeted for each year.

Budget.pdf

Source of Funding*

Does the program currently receive funding from another source? If yes, please explain in detail. (i.e. amount, funding source, etc.)

Grant funding is intended for the creation or expansion of opioid prevention, treatment, and recovery projects. The money is **NOT** meant to replace or supplant existing funding.

There is no funding from other sources.

406 Recovery acknowledges that grant funding is intended for the creation or expansion of opioid prevention, treatment, and recovery projects. Our organization is committed to utilize these resources in a manner that complements and extends the organization's current efforts, ensuring that the grant contributes to a broadened scope of impact within the communities we serve. These funds are designated to enhance our capabilities in addressing the opioid crisis by introducing new services or augmenting existing ones, rather than replacing or supplanting existing funding sources.

406 Recovery is funded and sustained by patient care revenue (primarily Medicaid payments).

Do you have a Fiscal Agent*

Yes

Fiscal Agent Contact Info

Fiscal Agent Name*

Robert Sise, MD, MBA, MPH

Fiscal Agent Email Address*

robert.sise@406recovery.care

Program Abstract

Program Description*

Describe the objectives of this project. Provide a detailed overview of the program, including its purpose, priorities & objectives, and intended results.

406 Recovery is committed to addressing the unique challenges faced by individuals recently released from prison who lack insurance coverage, particularly in their battle against opioid use disorder. Recognizing the critical need for accessible care for this vulnerable population, we aim to direct grant funding towards creating specialized recovery pathways:

Support for Uninsured, Recently Incarcerated Individuals: Targeting those exiting the prison system without insurance, who are at a high risk of opioid relapse. Our initiative seeks to provide them with Buprenorphine long-acting injectable (LAI), a treatment option that offers a steady path to sobriety but is often inaccessible due to financial constraints.

Stabilization Post-Release: For individuals facing the daunting transition back into society, the stability offered by buprenorphine LAI can be a crucial support. It removes the constant worry of obtaining daily medication, allowing them to focus on reintegration and rehabilitation.

Reducing Barriers to Continuity of Care: Acknowledging the challenges of navigating post-release life, including finding employment and housing, our program aims to minimize healthcare barriers by offering a treatment that requires less frequent administration, thus accommodating their efforts to rebuild their lives.

Tailored Recovery Plans for the Uninsured: Understanding that each person's journey is unique, especially after incarceration, we propose personalized treatment plans that include long-acting injectables. This approach aims to improve adherence, decrease the chance of relapse, and specifically address the hurdles faced by those without insurance.

By focusing on this initiative, 406 Recovery hopes to extend crucial support to uninsured individuals released from prison, ensuring that the absence of financial resources does not stand in the way of their path to recovery and reintegration into society.

All patients participating in this program shall be offered Naloxone kits.

In the additional documents section below, please find the following three documents pertaining to 406 Recovery's SUD Facility status, 501(c)3 status and it's organization/founding:

- SUD Facility Full State Approval Certificate
- IRS Notice Re 501(c)(3) Determination
- Organizing Document and Bylaws

Program Reach

If you are requesting funds from multiple Abatement Regions please specify how your program serves each region. **Be specific.**

At the current moment, 406 Recovery offers the largest, most comprehensive network of remote access to long-acting injectable buprenorphine in the state of Montana by virtue of its collaborative practice agreement with Albertsons (Osco) Pharmacy locations across Montana. 406 Recovery providers perform diagnostic assessments and provide treatment via telehealth of patients with OUD and, when indicated, prescribe treatment including long-acting injectable buprenorphine. The onsite pharmacists at the pharmacy locations administer the LAI buprenorphine.

406 Recovery SUD counselors are available provide counseling via telehealth to patients receiving medication assisted treatment.

The addresses of Albertsons (Osco) Pharmacy locations by grant area include:

Abatement Region 1

- 307 Harmon St, Glendive, MT 59330
- 519 S Haynes Ave, Miles City, MT 59301

Abatement Region 2

- 501 W Main St Cut Bank, MT 59427

Also accessible to residents in this region are the Helena and Great Falls locations listed below

Abatement Region 3

- 117 W Janeaux St Lewistown, MT 59457

Abatement Region 4

- 2120 W Park St, Livingston, MT 59047

Also accessible to residents in this region are those locations in Hamilton, Helena and Bozeman.

Abatement Region 5

- 900 W Idaho St Kalispell, MT 59901
- 1003 E Broadway St Missoula, MT 59802
- 2205 Oxford St Missoula, MT 59801
- 2230 N Reserve St Missoula, MT 59808
- 3800 Russell St Missoula, MT 59801
- 1313 N 1st St Hamilton, MT 59840

Cascade County

- 1414 3rd St NW Great Falls, MT 59404
- 2250 10th Ave S Great Falls, MT 59405

Flathead County

- 900 W Idaho St Kalispell, MT 59901

Gallatin County

- 200 S 23rd Ave Bozeman, MT 59718
- 6999 Jackrabbit Ln Belgrade, MT 59714

Lake County

Nearby accessible locations include those in Kalispell and Missoula

Lewis & Clark County

- 3151 N Montana Ave Helena, MT 59602

Missoula County

- 1003 E Broadway St Missoula, MT 59802
- 2205 Oxford St Missoula, MT 59801
- 2230 N Reserve St Missoula, MT 59808
- 3800 Russell St Missoula, MT 59801

Ravalli County

- 1313 N 1st St Hamilton, MT 59840

Silver Bow County

Nearby accessible locations include those listed above for Gallatin County

Yellowstone County

- 670 Main St, Billings, MT 59105
- 611 N 27th St, Billings, MT 59101
- 511 Central Ave, Billings, MT 59102
- 1212 Grand Ave, Billings, MT 59102
- 3137 Grand Ave, Billings, MT 59102
- 2334 Central Ave Billings, MT 59102
- 5317 Grand Ave Billings, MT 59106
- 205 S 1st Ave Laurel, MT 59044

Specific Goals*

What are the specific goals of the program? List several goals the program hopes to accomplish and how the program intends to meet these goals.

406 Recovery is committed to broadening access to Medication-Assisted Treatment (MAT) and integrated behavioral counseling, specifically tailored for uninsured individuals recently released from prison. Our objectives are to provide a holistic set of tools for managing addiction effectively, with a strong emphasis on long-acting injectables for opioid use disorder. To measure our progress and impact, we have established clear goals in line with the Opioid Remediation Guidelines as outlined in Exhibit E:

Expanding Access to Treatment: We aim to significantly enhance enrollment in our MAT program for uninsured, recently released prisoners, reflecting our commitment to making our services widely accessible.

Enhancing Health and Wellbeing: Our objective is to observe and document the health improvements of our patients, emphasizing the reduction of opioid dependence and the effective management of social health determinants.

Maintaining Engagement in Recovery: We measure the success of our initiative through the sustained engagement of our patients in the treatment process, aiming for high retention rates that signify their continued commitment to recovery.

Elevating the Patient Experience: By collecting and analyzing patient feedback via surveys, we seek to continuously improve the quality and effectiveness of our services, aiming to achieve and maintain high patient satisfaction levels.

By focusing on these objectives, 406 Recovery intends to align with the broader goals of opioid remediation by ensuring uninsured, recently released individuals have increased access to MAT and supportive services. Our efforts to improve treatment enrollment, health outcomes, retention, and patient satisfaction are all aimed at providing personalized care that meets the unique needs of each patient, supporting their rehabilitation and integration into society. This approach not only aids individual recovery but also contributes to the overarching mission of expanding treatment access and enhancing education on opioid use disorder.

Evaluation Method*

Describe how you plan to evaluate the effectiveness of the program and what the method for evaluation will be.

For 406 Recovery, the effectiveness of our Medication-Assisted Treatment (MAT) program in meeting its specific goals will be assessed through the following methodologies:

Enhancing Patient Enrollment Metrics: We will analyze the data related to patient enrollment within the MAT program throughout the grant period. By comparing these figures to our set benchmarks, we can evaluate the effectiveness of our efforts to enhance outreach and improve accessibility for our target demographics.

Assessing Improvements in Patient Health: Our approach includes conducting regular health assessments and gathering self-reported data to track progress in Social Determinants of Health and reductions in opioid usage. Longitudinal health outcome tracking will document the concrete benefits experienced by participants.

Determining Program Retention Rates: By calculating the percentage of patients who continue their treatment for specific durations (such as six months or a year), we can assess patient engagement and their long-term dedication to the recovery process.

Gauging Patient Experience through Surveys: We plan to issue periodic surveys to collect patient feedback on the service quality and efficacy. This feedback will identify potential areas for improvement and measure patient satisfaction with the program.

Utilizing these evaluation strategies will allow us to thoroughly assess the impact and success of our MAT program, ensuring that it effectively addresses the needs of our patients and aligns with the overarching goals of opioid remediation. The outcomes of these evaluations will not only showcase the program's achievements but also inform future enhancements to better support our community.

Awareness*

How do you plan to create awareness of this program? Briefly describe what action the program plans to take to create awareness in the community.

406 Recovery plans to utilize a multi-faceted approach to promote its enhanced Medication-Assisted Treatment (MAT) services, leveraging social media, earned media, and professional training sessions to reach a broad audience.

Social Media Strategy: Through platforms like Facebook, Instagram, and LinkedIn, 406 Recovery will share compelling content, including patient success stories (with privacy maintained), educational posts about opioid use disorder and MAT, and information about accessing services for uninsured, recently released individuals. Live Q&A sessions and interactive webinars with experts will engage the community and raise awareness.

Earned Media Outreach: By partnering with local news outlets and health-focused publications, 406 Recovery aims to feature stories highlighting the importance of accessible MAT services and the specific needs of the

uninsured post-incarceration population. Press releases detailing the program's successes, patient testimonials, and expert insights from our team will underline the critical role of comprehensive opioid use disorder treatment.

Professional Training Sessions: Drs. Mentel, Reidenbaugh, and Sise will continue to conduct health profession training sessions, focusing on the latest advancements in MAT and the unique aspects of treating recently released, uninsured individuals. These sessions, aimed at medical professionals across Montana, will ensure a statewide spread of best practices and enhance collaborative care efforts.

Through this integrated promotional strategy, 406 Recovery seeks to not only raise awareness about its specialized MAT services but also to emphasize the importance of community and professional engagement in addressing the opioid crisis. This approach will help bridge gaps in care, ensuring those most in need receive the support necessary for successful recovery.

Additional Documents

Use this section to upload or explain any additional information regarding the program/organization. ie. a detailed budget projection, program/organization history, etc.

Upload #1

SUDF Full State Approval Certificate- 406 Recovery 2-24.pdf

Upload #2

2023.05.23 IRS Notice Re 501(c)(3) Detemination.pdf

Upload #3

Organizing document and Bylaws.pdf

Additional Information

File Attachment Summary

Applicant File Uploads

- Budget.pdf
- SUDF Full State Approval Certificate- 406 Recovery 2-24.pdf
- 2023.05.23 IRS Notice Re 501(c)(3) Determination.pdf
- Organizing document and Bylaws.pdf

Budget Summary

Year	Patients	Initial MAT Appointments	Follow-up Med Appointments (First 2 Months)	Follow-up Med Appointments (Subsequent 2 Months)	Long-acting Injectable Buprenorphine	Initial SUD Counseling Session	Bimonthly SUD Counseling Follow-up	Administrative Oversight Fees	Total Annual Cost
1	40	\$12,000	\$24,000	\$12,000	\$264,000	\$4,000	\$16,000	\$1,333.33	\$333,333.33
2	40	\$12,000	\$24,000	\$12,000	\$264,000	\$4,000	\$16,000	\$1,333.33	\$333,333.33
3	40	\$12,000	\$24,000	\$12,000	\$264,000	\$4,000	\$16,000	\$1,333.33	\$333,333.33

Inputs and Assumptions

Inputs:

Initial MAT Appointment: \$300

Follow-up Medication Management Appointment: \$150

Long-acting Injectable Buprenorphine injection (once monthly): \$1650

Initial SUD Counseling Session: \$100

Bimonthly SUD Counseling Follow-up: \$50

Assumptions:

4 month duration of funding for patient care represents the mean duration patients will require care before they have access to insurance to cover their costs of care

1 initial MAT appointment per patient

4 follow-up medication appointments in the first 2 months, then 2 in the subsequent 2 months

1 Long-acting Injectable Buprenorphine administration per month

1 initial SUD counseling session per patient

8 bimonthly SUD counseling follow-up sessions over 4 months

40 patients treated per year

THE STATE OF MONTANA

DEPARTMENT OF PUBLIC HEALTH & HUMAN SERVICES

FULL STATE APPROVAL

OUTPATIENT SUBSTANCE USE DISORDER FACILITY

THE DEPARTMENT DECLARES:

That a certificate of Full State Approval is hereby granted to 406 Recovery at the address of 100 N 27th Ste 200, Billings MT, 59101 to conduct and maintain an Outpatient Substance Use Disorder Facility.

This program is certified pursuant to the provisions under ARM 37.27.106. This certificate is valid only for the person and premise for which it was issued. This certificate may not be sold, assigned, or transferred and must be returned if the facility is closed or sold.

This certificate shall be in force for the duration of being licensed by Office of Inspector General (OIG), subject to revocation for due cause under ARM 37.27.122- Sanctions

Dated: 02/09/2024

Cody Magpie
Substance Use Disorder Program Officer
Department of Public Health & Human Services
Behavioral Health and Developmental Disabilities Division



Department of the Treasury
Internal Revenue Service
Tax Exempt and Government Entities
P.O. Box 2508
Cincinnati, OH 45201

406 RECOVERY INC
96 N WEAVER ST UNIT 440
BELGRADE, MT 59714-8667

Date:
05/03/2023
Employer ID number:
88-3519359
Person to contact:
Name: Customer Service
ID number: 31954
Telephone: (877) 829-5500
Accounting period ending:
December 31
Public charity status:
509(a)(2)
Form 990 / 990-EZ / 990-N required:
Yes
Effective date of exemption:
July 24, 2022
Contribution deductibility:
Yes
Addendum applies:
No
DLN:
26053521009733

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(3). Donors can deduct contributions they make to you under IRC Section 170. You're also qualified to receive tax deductible bequests, devises, transfers or gifts under Section 2055, 2106, or 2522. This letter could help resolve questions on your exempt status. Please keep it for your records.

Organizations exempt under IRC Section 501(c)(3) are further classified as either public charities or private foundations. We determined you're a public charity under the IRC Section listed at the top of this letter.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.

We sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

A handwritten signature in cursive script that reads "Stephen A. Martin".

Stephen A. Martin
Director, Exempt Organizations
Rulings and Agreements

**ARTICLES OF INCORPORATION
OF
406 RECOVERY INC**

Executed by the undersigned for the purpose of forming a Montana nonprofit corporation pursuant to the "Montana Nonprofit Corporation Act," Title 35, Chapter 2, Montana Code Annotated (the "Act").

ARTICLE I

Name. The name of the corporation **406 RECOVERY INC.**

ARTICLE II

Designation. The corporation is a public benefit corporation, exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code") and its Regulations (the "Regulations") as they now exist, or as they may hereafter be amended.

ARTICLE III

Registered Office and Agent. The name of the initial registered agent shall be Robert Sise, MD, whose mailing address is 96 N WEAVER ST # 440, BELGRADE, MT 59714-7018.

ARTICLE IV

Incorporator. The name of the incorporator is Robert Sise, MD, 96 N WEAVER ST # 440, BELGRADE, MT 59714-7018.

ARTICLE V

Members. The corporation is organized and will be operated without Members, as permitted by Montana Code Ann. § 35-2-512.

ARTICLE VI

Directors. The number of directors and the manner in which directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filing vacancies on the board of directors and the manner of calling and holding meetings of directors shall be as stated in the corporation's Bylaws.

ARTICLE VII

Distribution of Assets on Dissolution. In the event of the dissolution of the corporation, the balance of all money and other property which the corporation receives

from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed exclusively for purposes within the intendment of Section 501(c)(3) of the Code and the Regulations. In no event shall any of the assets or property of the corporation be distributed to a member (if any), or to any director, trustee, officer, employee or private individual.

ARTICLE VIII

Purposes. The purposes of the corporation shall be exclusively charitable and educational, as shall qualify it for exemption from taxation as an organization described in Section 501(c)(3).

ARTICLE IX

Powers; Prohibited Transactions. In furtherance of its charitable and educational purposes, the corporation shall have all of the general powers enumerated in the Act, except that:

- (a) The corporation shall not exercise any power or authority nor shall it engage in any activity, that would prevent the corporation from qualifying (and continuing to qualify) as an exempt organization described in Section 501(c)(3) of the Code nor shall the corporation engage in any activity that is not permitted to be carried on by an organization, contributions to which are deductible under 170(c)(2) of the Code, or corresponding section of any future tax code.
- (b) No part of the net earnings, if any, of the corporation shall inure to the benefit of a member (if any), or to any director, trustee, officer, employee or private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in accordance with the Bylaws), and no member (if any), director, trustee, officer, employee or private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.
- (c) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, except to the extent permitted under Section 501(h) of the Code, nor shall the corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE X


Limitation of Directors' Liability. A director of the corporation shall not be liable to the corporation or its members (if any) for monetary damages for breach of a director's duties to the corporation or its members (if any), except for (a) breach of a

director's duty of loyalty to the corporation or its members (if any); (b) acts or omissions not in good faith or that involve intentional conduct or a knowing violation of the law; (c) transactions from which a director derived an improper personal economic benefit; or (d) conflict of interest transactions, loans to or guarantees for directors and officers or unlawful distributions as provided in Montana Code Annotated §§ 35-2-418, 35-2-435, and 35-2-436.

ARTICLE XI

Amendments. The corporation may amend these Articles of Incorporation in the manner authorized by law at the time of the amendment.

DATED this 24th day of July, 2022.

By  _____
Robert Sise, MD, Incorporator

B0725-5563 07/24/2022 9:54 PM Received by MT Secretary of State Christi Jacobsen

**BYLAWS
OF
406 Recovery Inc**

(A NONPROFIT, PUBLIC BENEFIT CORPORATION)

**ARTICLE I
GENERAL**

Section 1. Name. The name of the corporation shall be 406 Recovery Inc.

Section 2. Non-Profit Public Benefit Corporation. The Corporation is a nonprofit, public benefit corporation organized under the Montana Nonprofit Corporation Act, as amended from time to time (the “Act”) organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code.

Section 3. Purposes. The purposes of the Corporation shall be exclusively charitable and educational, specifically:

(1) to administer a clinical program and oversee resources to medically and psychologically treat and help rehabilitate individuals who are found to be physically or mentally impaired by substance use disorders or other excessive use of illicit substances, cannabis, alcohol, or other substances, or as a result of other mental illness.

(2) to provide for the education of residents of the Greater Montana region with respect to recognition and treatment of substance use disorders and co-occurring forms of mental illness and the availability of treatment;

(3) to engage in any and all activities necessary to facilitate and operate its

programs and services; and

(4) To take any action, not inconstant with the law or these Articles of Incorporation, that furthers the purpose of the corporation.

All as required or prohibited by Article IX of the Corporation's Articles of Incorporation, the Corporation shall not engage in activities prohibited by a corporation exempt from federal income tax under Section 501(c)(3) of the Code and its Regulations as they now exist, or as they hereafter be amended; the Corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in, or participate in, any political campaign on behalf of any candidate for public office; no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to members (if any), or to any director, officer, trustee, or employee of the Corporation or any private individual, and no director, trustee or officer of the Corporation shall receive any pecuniary benefit from the Corporation, except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

Section 4. Corporate Offices. The Corporation shall have and continuously maintain in the State of Montana a registered office and a registered agent whose office address is identical with such registered office, and may have other offices within the State of Montana as the Board of Directors may from time to time determine. The specific address of the Corporation's registered office shall be filed with the Montana Secretary of State.

Section 5. Corporate Powers. The Corporation shall have all of the corporate powers set forth in the Montana Nonprofit Corporation Act.

ARTICLE II MEMBERS

Section 1. Membership. The Corporation is organized and will be operated without Members, pursuant to Section 35-5-512, MCA. However, the

Board of Directors may designate categories or classes of supporters of the Corporation as the Board of Directors deem appropriate from time to time.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Responsibilities and Powers of the Board of Directors.

The general management and control of the estate, property, funds, and affairs of the Corporation shall be vested in the Board of Directors of the Corporation (the "Board of Directors" or the Board"). All of the business and affairs of the Corporation shall be managed by or under the direction of the Corporation's Board, subject to the limitations of the laws of the State of Montana, the Articles of Incorporation, these Bylaws and any applicable federal laws or regulations. The Board shall have full authority to control and to take all actions necessary to manage the business and the day-to-day affairs of the Corporations, and to carry out all of the other functions of a board of directors as authorized by the Montana Nonprofit Corporation Act, Montana Code Annotated Section 35-2-101, *et seq.* (the "Act"). The Board shall fulfill such responsibilities within the limit of the fiscal resources available to it. The Board's authority, in addition to doing all things required or allowed by law, includes but is not limited to, the following:

- (a) Subsequent to the appointment of the initial Organizing Board by the Incorporator(s) under Section 2 of this Article III, to elect the Directors to the Board of the Corporation and to remove any Director or Officer of the Corporation (as more specifically addressed in these Bylaws);
- (b) To initiate and approve any plan of merger, consolidation or dissolution involving the Corporation;
- (c) To approve all amendments to the Corporation's Articles of

- Incorporation and these Bylaws;
- (d) To continuously review and monitor the financial condition of the Corporation, including through an annual audit;
 - (e) To approve the annual budget of the Corporation and all material deviations from the approved budget;
 - (f) To set the compensation, if any, for all of the Officers of the Corporation consistent with applicable non-profit and tax exemption law;
 - (g) To approve all mission and/or vision statements and all strategic or long-term plans of the Corporation;
 - (h) To appoint a Certified Public Accountant (or firm) to perform the annual audit of the Corporation's financial statements in conjunction with the annual audit of the Member's financial statements;
 - (i) To determine and ensure compliance with the Corporation's stated charitable purposes;
 - (j) To initiate and approve such operating policies regarding the Corporation's activities, operations, finances and assets as it deems necessary or appropriate from time to time;
 - (k) To establish committees, both standing and ad hoc, to provide assistance and guidance to the Directors, as set forth in more detail herein;
 - (l) To engage in raising funds by means that it determines further the purposes of the Corporation;
 - (m) To ensure that all of the actions of the Corporation and its Directors, Officers, and other personnel are consistent with state and federal laws, including without limitation the Act and Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code; and
 - (n) To take all actions reasonably necessary to maintain the Corporation's status as a nonprofit public benefit corporation.

- (o) To pass or approve a resolution or policy from time to time to provide direction to the Executive Committee to guide it in its task of nominating prospective Directors who will be representative of the individuals and organizations committed to fulfilling the substance use disorder and co-occurring disorder treatment needs of the Greater Montana region.

Section 2. Number of Directors. The Incorporator(s) of the Corporation shall appoint the Organizing Board of Directors which shall be comprised of up to six (6) Directors, to serve for no more than 4 years after the date of incorporation unless they are subsequently elected to continue to serve. Boards of Directors seated subsequent to the Organizing Board shall be comprised of up to ten (10) Directors with a goal of having broad representation from those individuals and organizations who are committed to fulfilling the substance use disorder and co-occurring disorder treatment needs of the Greater Montana region. The Organizing Board with respect to the first Board subsequent to the Organizing Board, and the Board of Directors thereafter shall elect Directors from a slate of nominees put forward by the Executive Committee based on the needs for expertise in the organization. Nothing in this Section limits the Board's discretion in approving any given Director.

Section 3. Term of Office. The term of office of each Director shall be four (4) years, provided however the Board may set initial terms for less than four (4) years in order to provide for staggered terms as set forth in Section 4 to avoid election of all Directors at one (1) time. A Director may serve more than one consecutive term but no more than (3) full four (4) year terms in office, provided, however that the Board may waive the term limit for any individual Director by majority vote of the Board.

Section 4. Election of Directors. Directors shall be elected by the Board. Directors on all Boards elected subsequent to the Organizing Board shall be selected from the slate of nominees presented to the Board by the Executive

Committee in the manner as provided in Section 2, above. The Executive Committee shall be composed of three (3) Directors on the Board as set forth in Article VI. The Directors will be elected by a majority vote of the Board of Directors.

Section 5. Resignation, Removal, and Vacancies.

- (a) Resignation. Any Director may resign from the Board at any time by giving written notice to the President or the Secretary of the Corporation. Unless otherwise specified, such resignation shall take effect upon receipt thereof. A resignation from the Executive Committee shall constitute a resignation from the Board, and vice versa.
- (b) Removal. A Director may be removed with or without cause by a three-fourths (3/4ths) vote of the Directors then in office (other than the Director being removed) at a duly constituted meeting of the Board. A Director shall be automatically removed if such Director has three (3) consecutive absences from meetings of the Board which are not otherwise excused, in writing, by the Board Chair.
- (c) Vacancies. If a vacancy occurs on the Board, the Executive Committee shall appoint an interim Director to fill the vacancy until the next Board election when the vacancy will be permanently filled for the remaining term of the vacating Director. In filling a vacancy, the Board will attempt to replace the Director with another person with similar expertise to the extent reasonably possible.

Section 6. Compensation, Loans to or Guarantees for the Directors.

- (a) Compensation. Directors acting as such shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of reasonable expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such

expenses. Nothing herein shall preclude Directors from serving the Corporation in any other capacity and receiving compensation for such services; provided, however, that any such compensation shall be subject to all applicable requirements concerning conflict of interest and disclosure as defined in the Corporation's applicable policies or applicable law.

- (b) Loans or Guarantees. The Corporation shall not lend money to, or guarantee the obligation of, a Director.

Section 7. Annual Self-Review. The Board shall conduct an annual self-review to determine the Board's efficacy and contributions toward improving the Corporation's organizational performance. Such self-review shall be conducted using methods and criteria as may be determined from time to time by the Board.

ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meetings. A regular annual meeting of the Board for the purpose of election of officers of the Corporation, the election of new Board members (as appropriate), and the transaction of any other business coming before such meeting shall be held each year after proper notice during the month of October or November on a date, at a location and at a time set by the Board. If a majority of the Board shall not be present to form a quorum, then such regular annual meeting may be held at such time as shall be fixed by the consent, in writing, of all Directors or upon written notice in the manner as specified in Section 5 of this Article.

Section 2. Regular Meetings. In addition to the annual meeting, the Board shall hold regular meetings during the ensuing year on a schedule

approved by the Board at the annual meeting, and after proper notice is given as specified in Section 5 of this Article.

Section 3. Special Meetings. Special meetings of the Board may be called at the request of the Chair of the Corporation or by a majority of the Directors of the Board. Notice and quorum requirements as provided in Sections 5 and 6 of this Article shall be observed.

Section 4. Meetings Held by Telephone or Similar Communication Equipment. Directors or members of the committees of the Board may participate in the meetings of the Board or such committees by means of a conference telephone or similar communication equipment, provided all persons entitled to participate in the meeting received proper notice of the telephone or videoconference meeting and provided further that all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 5. Notice of Meetings; Attendance; Waiver. Notice of the time, date, and place of all meetings of the Board of Directors shall be given by the Secretary/Treasurer of the Corporation, or his/her designee, as directed by the Chair or the Directors calling the meeting, by mail, facsimile, courier, personal communication by telephone, e-mail, or overnight delivery service, at least five (5) days prior to the date on which the meeting is to be held. In the case of special meetings, the notice shall state the business for which this special meeting has been called and no business other than that stated in the notice shall be transacted at such special meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid. If notice is sent by courier, such notice shall be deemed to be delivered when placed in the hands of such courier in a sealed, properly addressed envelope. If notice is conveyed by telephone, such notice shall be deemed to be delivered upon direct communication with the Director or leaving a message on a voice messaging system, and in such case the person giving such

notice shall make a confirmatory notation in the Corporation's records that such notice was given in this manner. If notice is sent by facsimile or email, the proof of electronic transmission at the Director's designated fax number or email address shall constitute proof of notice. If notice is sent by overnight delivery service, such notice shall be deemed to be delivered when placed in the hands of such overnight delivery service, with the delivery fee thereon prepaid. Any Director may waive notice of any meeting. The waiver must be in writing, signed by the Director entitled to the notice, delivered to the Secretary and filed with the minutes or corporate records. A Director's attendance at a meeting waives the Director's right to object to lack of notice or defective notice of the meeting unless the Director, at the beginning of the meeting (or promptly upon arrival), objects to holding the meeting or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.

Section 6. Quorum and Action taken at Meetings.

- (a) A majority of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present at such meeting, a majority of the Board present may adjourn the meeting and schedule another meeting of the Board.
- (b) The act of a majority of the Directors present and entitled to vote at any meeting of the Board at which a quorum is present when the meeting is duly convened shall be the act of the Board, unless a greater number of votes is required by these Bylaws or the Act.
- (c) A Director is deemed to have approved any action taken if the Director is present at the meeting of the Board, unless:
 - (i) the Director's dissent or abstention from the action taken is entered into the minutes of the meeting; or
 - (ii) the Director delivers written notice of dissent or abstention to the Secretary before the adjournment of the meeting or

forwards such notice by registered or certified mail to the Secretary immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

- (d) Cloture. The number of votes required to sustain a cloture motion, at any meeting at which a quorum is present, shall require the affirmative votes of all except five (5) of the members of the Board who are present.
- (e) Directors shall not be entitled to vote through a proxy.

Section 7. Conduct of Meetings.

The Chair, or in the Chair's absence, the Chair Elect, or in his/her absence, any person chosen by the Directors present, shall call the meeting of the Directors to order and shall act as the Chair of the meeting. The Chair, or the Chair's designee, shall establish rules of the meeting that will freely facilitate debate and decision making. The Chair will indicate who may speak when and when a vote will be taken. The Secretary of the Board shall act as the Secretary of all meetings of the Directors, but in the Secretary's absence, the presiding officer may appoint any other person to act as the Secretary of the meeting.

Section 8. Action taken by written consent without meeting.

- (a) The Directors may act on any matter generally required or permitted at a Board meeting without actually meeting if all of the Directors then in office sign a written consent approving and describing the action taken, and the Directors file all of the signed written consents with the records of the Corporation. Action taken by written consent is effective when the last Director signs the consent, unless the consent specifies a different effective date. Such written consent signed by all of the Directors then in office shall have the same force and effect as a unanimous vote of all of the Directors then in office

and may be described as such. Such written consent may be signed in counterparts.

- (b) Written consents to actions taken without a meeting can be taken by e-mail if an electronic copy of the resolution of action is provided in the body of the e-mail and the resolution is affirmed by return e-mail by all voting Board members. Such consent shall have the same effect as a unanimous vote, and shall be effective as of the date the last approval is received.
- (c) The Secretary shall print out copies of all consents and place them in the minute book of the Corporation to reflect the action so taken.

ARTICLE V

OFFICERS OF THE CORPORATION

Section 1. Number and Title. The Officers of the Corporation shall consist of a Chair, Immediate Past Chair, a Chair Elect, a Secretary/Treasurer and the Chief Executive Officer. Except for the Chief Executive Officer, the Officers of the Corporation must be Directors.

Section 2. Election, Tenure, Removal and Vacancies.

- (a) The Board shall elect (or in the case of the Chief Executive Officer, the Board shall select) the Officers at the annual meeting, who shall take office at the annual meeting. Except for the Chief Executive Officer, the Officers shall have one-year terms commencing at the Corporation's annual meeting and shall hold office until their successors shall have been duly elected and qualified. Officers may be reelected (or in the case of the Chief Executive Officer, selected) to the same office. If the position of Chief Executive Officer becomes vacant, the Executive Committee may select an acting Chief Executive Officer to perform the duties of the office until the

position is selected by the Board at an annual meeting, a regular meeting or a special meeting called for that purpose.

- (b) An Officer (other than the Chief Executive Officer) may be removed with or without cause by a Three-fourths (3/4ths) vote of the Executive Committee or by a Three-fourths (3/4ths) vote of the Directors then in office at a duly constituted meeting of the Board. The Chief Executive Officer may only be removed with or without cause by a Three-fourths (3/4ths) vote of the Directors then in office at a duly constituted meeting of the Board. Such removal of the Chief Executive Officer shall be without prejudice to the contract rights, if any, of the person so removed.
- (c) If a vacancy occurs among the Officers (other than the Chief Executive Officer), the Executive Committee may appoint an Officer on an interim basis. The Board shall fill this vacancy at the next Board meeting and the person elected to fill this vacancy shall serve the remainder of the unexpired term.

Section 3. The Chair. The Chair shall have such powers and perform such duties as may be assigned to him/her by the Board of Directors. He/she shall preside at all meetings of the Board. He/she shall co-sign with the Secretary/Treasurer any instrument in writing, which in any way affects the title to or the disposition of the property of the Corporation, and all notes, bonds, security interests, and similar instruments evidencing the borrowing of funds by the Corporation.

Section 4. Immediate Past Chair. The Immediate Past Chair shall provide counsel and support to the Chair, and serve as a non-voting member of the Board of Directors for a term of one (1) year unless continuing to fulfill a unexpired elected Board of Director term.

Section 5. Chair Elect. The Chair Elect shall preside at meetings of the Board in the Chair's absence and shall have such powers to perform such duties

as may be assigned by the Board or the Chair.

Section 6. Secretary/Treasurer. The Secretary/Treasurer of the Corporation shall:

- (a) Ensure the minutes of the meetings of the Board are kept.
- (b) See that all notices are duly given in accordance with the provisions required by these Bylaws and by law.
- (c) Be custodian of the records of the Corporation.
- (d) Have such powers and duties as may be assigned by the Board or the Chair.
- (e) Have charge and custody of and be responsible for all funds and securities of the Corporation, oversee all such funds in the name of the Corporation at such banks, trust companies and other depositories as shall be designated by the Board.
- (f) At all reasonable times exhibit the books of account and financials records of the Corporation to any Director or to any other person legally entitled to inspect such books and records upon request during business hours at the office of the Corporation or at such other place as such books and records may be kept.
- (g) Render statements of the condition of the finances of the Corporation at all regular meetings of the Board.
- (h) Have such powers and duties as may be assigned to him/her by the Board or the Chair.
- (i) Act as Co-Chair of the Audit/ Finance Committee.

Section 7. Chief Executive Officer. The Chief Executive Officer will be accountable directly to the Chair, to the Executive Committee between meetings of the Board, as well as to the Board. The Chief Executive Officer shall be the representative of the Board in the day-to-day management of the Corporation and shall have all of the duties and authority that such position would customarily require, except as may be limited by the Board, including, but not limited to, the:

- (a) Carrying out all policies established by the Board and advising on the formation of these policies.
- (b) Annually, developing and submitting to the Board for approval a plan of organization for the conduct of the various activities of the Corporation and recommending changes when necessary.
- (c) Preparing written plans for the achievement of the Corporation's specific objectives to be considered by the Board and reviewing and evaluating such plans not less than annually.
- (d) Preparing an annual budget showing the expected donations, capital contributions, grants, funding, and other revenue and expenditures as required by the Board.
- (e) Selecting, employing, supervising, and discharging personnel of the Corporation, in conjunction and coordination with the Executive Committee.
- (f) Supervising the financial affairs of the Corporation to ensure that donations, capital contributions, grants and other funds are collected and expended in compliance with the intentions and directions of the person or organization providing the funds and in a manner consistent with the charitable purposes of the Corporation.
- (g) Presenting to the Board or its authorized committees periodic reports reflecting the activities of the Corporation and such other special reports as may be required by the Board.
- (h) Attending meetings of the Board, serving as an *ex-officio* non-voting member on its committees, coordinating the preparation of Board meeting materials, and otherwise serving as staff to the Board.
- (i) Representing the Corporation and its Board in its external relationships.
- (j) Ensuring adherence to applicable state and federal laws and regulations.

- (k) Performing such other duties as may from time to time be assigned by the Board or the Executive Committee.
- (l) The Chief Executive Officer may receive reasonable compensation as determined by the Board for services rendered as an Officer of the Organization.

ARTICLE VI

BOARD COMMITTEES

Section 1. General Provisions. Committees of the Board of Directors shall be either standing or special. Except for the Executive Committee, and the Finance/Audit Committee, and the Clinical/Quality (whose members must be Directors), each committee shall include a minimum of one (1) or more Directors and may include such non-Director members as may be determined by the Board. The Chair of the Board shall designate the chair of each committee and the chairs of each standing committee shall be a Director. To the extent specified by the Board of Directors by resolution or in the Bylaws, each committee of the Board is directed to bring committee actions as recommendations to the Board for approval. No committee may exercise Board authority, unless such authority is expressly delegated by the Board (e.g. to the Executive Committee) and such delegation of authority does not violate any provision in the Act, the Corporation's Articles of Incorporation, or these Bylaws. Each committee may adopt rules for its own governance, provided that they are consistent with these Bylaws and any rules set forth by the Board. Committees shall have responsibility for setting meeting agendas and recording minutes of the meetings. Committee actions are advisory only and shall be submitted to the Board for review and approval at the next regularly scheduled meeting.

Section 2. Role and Responsibilities. The Executive Committee or Chair of the Board may appoint such committees, either standing or special/ad

hoc, as may from time to time be deemed desirable. The following shall be standing committees of the organization: Executive, Finance/Audit, Clinical/Quality. Membership on any committee which is charged with fulfilling and discharging the duties and responsibilities of the Board between regular meetings thereof or otherwise shall be limited to members of the Board. The Board shall approve charters for all such committees. The Chair and the Chief Executive Officer of the Corporation shall be ex-officio members of all such committees. Committees shall be subject to the same requirements as the Board with respect to notice of committee meetings, quorum requirements, and manners of acting at a meeting, as set forth in Article IV, Sections 1 through 7 of these Bylaws. Except for authority expressly delegated by the Board, the committees shall be advisory only and shall report proceedings of all meetings to the Board. Any recommendations are to be submitted for Board review and approval.

Section 3. Special Committees. Special ad hoc committees may be appointed by the Executive Committee or Chair of the Board, with the subsequent concurrence of the Board, for such special tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which appointed and shall have no power to act except as is specially conferred by action of the Chair or the Executive Committee. Upon completion of the task for which appointed, such special committees shall be discharged by the Chair or the Executive Committee, in conjunction with Article V, Section 3.

Section 4. Quorum. A majority of the members then on the committee, which majority shall include at least one (1) Director-member, shall constitute a quorum for the transaction of business of all committees. Once a quorum has been established at the meeting, the quorum shall stand for all action items.

ARTICLE VII

CONFLICT OF INTEREST

The Board shall by written resolution approve a conflict of interest and periodic review policy for the Corporation that is consistent with and at least as protective as the applicable conflict of interest provisions under the Act. If the Board fails to adopt a conflict of interest policy, any conflicts of interest will be governed by the Act. The purpose of the policy is to protect the Corporation's interest when it is contemplating entry into a transaction or arrangement (a "conflict of interest transaction") that might benefit the private interest of a director, officer of the Board, officer of the Corporation or member of a committee ("interested person"). The policy shall contain at least the following provisions:

- (a) A definition or description of what constitutes a "conflict of interest transaction";
- (b) A definition or description of an "interested person";
- (c) A definition or description of when a person has a "financial interest" in a transaction or arrangement;
- (d) Disclosure procedures;
- (e) Procedures for determining whether the financial interest of an interested person may result in a conflict of interest;
- (f) Procedures for addressing the conflict of interest after determining that there is a conflict, including voting requirements and procedures;
- (g) Procedures for adequate record keeping;
- (h) Procedures for ensuring that all Directors, principal officers and members of committees understand and comply with the conflict of interest policy;
- (i) Rules with respect to membership on a compensation committee, if any, with Board delegated powers;
- (j) Procedures for conducting of periodic reviews of the Corporation's activities to ensure that it is operating in a manner that is consistent with the

Corporation's public benefit purposes and that its operations do not result in private inurement or impermissible benefit to private interests; and

(k) The Corporation's policy with respect to the use of independent consultants or other neutral sources in connection with the implementation of the conflict of interest and periodic review procedures.

Notwithstanding any other provisions of these Bylaws, no member, Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code and Regulations thereunder as they now exist or as they may hereafter be amended, or the corresponding provisions of any future Federal Tax Laws and Regulations, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE VIII NOTICE AND WAIVER

Section 1. Notice. Except as specified in Article IV, Section 5, which allows notice of meetings by fax or email, any notice required to be given under these Bylaws may be given by mailing the same, addressed to the person entitled thereto at his/her address as shown on the books of the Corporation and such notice shall be deemed to have been given at the time of such mailing. When delivered personally or by hand, the notice shall be deemed delivered when actually received.

Section 2. Waiver of Notice or Lapse of Time. Whenever under the provisions of law or these Bylaws, the Board or any Committee is authorized to take any action after notice to any person or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of

such period of time, if at any time before or after such action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken submit a signed waiver of notice of such requirement, or submits such waiver by electronic means in the case of a notice of a meeting as specified in Article IV, Section 5.

ARTICLE IX

INDEMNIFICATION; INSURANCE

Section 1. Indemnification of Directors. To the full extent permitted by the Act, the Corporation shall indemnify and save harmless each Director (including any alternate), and persons to whom the Director has delegated management authority pursuant to the Bylaws (collectively, the "Indemnitees") from and against any and all claims, liabilities, damages, losses, costs and expenses (including amounts paid in satisfaction of judgments, compromises and settlements, as fines and penalties and legal or other costs and expenses of investigating or defending against any claim or alleged claim) of any nature whatsoever, known or unknown, liquidated or unliquidated, that are incurred by any Indemnitee and arise out of or in connection with the business of the Corporation or the performance by such Indemnitee of any of the Director's responsibilities under the Bylaws. The rights created by this provision shall continue as to an Indemnitee who has ceased to be a Director or person to whom management authority is delegated, and shall inure to the benefit of such Indemnitee's heirs, executors, administrators, legal representatives, successors, and assigns.

Section 2. Advance Expenses for Directors

The Corporation may pay for or reimburse, in advance of final disposition of the proceeding, the reasonable expenses incurred by a Director who is a party to a proceeding to the full extent permitted by and in accordance with the Act.

Section 3. Indemnification of Officers, Agents and Employees

The Board of Directors will indemnify and advance expenses to any Officer of the Board or the Corporation or to a member of any committee, any employee, or agent of the Corporation, applying the standards described in Sections 1 and 2 herein.

Section 4. Mandatory Indemnification

Notwithstanding any other provisions of these Bylaws, the Corporation shall indemnify a Director or officer, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director or officer was a party because he or she is or was a Director of the Corporation or an Officer of the Board or the Corporation, against expenses incurred by the Director or officer in connection with the proceeding.

Section 5. Director and Officer Liability Insurance

The Corporation may purchase and maintain a director and officer liability insurance policy insuring the Corporation and its individual directors and officers against the costs of defending a claim or paying a settlement or decision. The right of the Director and Officer to indemnification by the Corporation shall be in addition to, and not exclusive of, all other rights to indemnification to which he or she otherwise may be entitled, including any rights to indemnification under the terms of the director and officer liability insurance policy.

ARTICLE X DISSOLUTION

In the event of the dissolution of the Corporation, the balance of all money and other property which the Corporation receives from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed exclusively for purposes within the intendment of Section 501(c)(3) of the Code and the Regulations. In no event shall any of the assets or property of the corporation be distributed to a member (if any), or to any director, trustee, officer, employee or private individual. The Corporation shall be dissolved upon

the vote of three-fourths (3/4ths) of the Directors at a duly constituted meeting of the Board

ARTICLE XI MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and run through December 31.

Section 2. Contracts. The Board, except as otherwise provided in Section 2 of Article II of these Bylaws, may authorize any Officer(s) or agent(s) to enter into any contract, or execute and deliver any instrument in the name of, or on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board, no Officer or agent shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable monetarily for any purpose or to any amount.

Section 3. Loans. The Corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money, unless the Board authorizes such a contract and subject to any required approval of the Member. The Corporation shall not allow anyone to issue evidence of the Corporation's indebtedness, unless the Board authorizes the issuance and subject to any required approval of the Member. Such authorization may be general or specific.

Section 4. Checks, Drafts, etc. The Board shall authorize which Officer(s) or agent(s) may sign and issue all Corporation checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness, and the Board shall also determine the manner in which these documents will be signed and issued.

Section 5. Deposits. The Corporation will establish an approved policy that allows the Secretary/Treasurer and/or the Chief Executive Officer to facilitate

deposits on behalf of the Corporation. The Board shall approve the location of the banks and depositories.

Section 6. Prohibited Financial Transactions with Related Parties.

Neither the Corporation, including its Directors, Officers, and agents, nor a person who has made or is making a substantial contribution to the Corporation shall have power or authority to cause the Corporation to purchase property from related parties for more than fair market value or sell property to related parties for less than fair market value. "Related parties" means the brother, sister, spouse, ancestor, or lineal descendant of those persons and groups specified above, or a corporation controlled, directly or indirectly, by those persons and groups specified.

Section 7. Prohibited Activities. Notwithstanding any other provisions of these Bylaws, no Director, Officer, agent or personnel of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations.

Section 8. Seal. The Corporation shall have no seal.

Section 9. Annual Budget. The prospective annual budget shall be approved by the Board prior to the end of each fiscal year.

Section 10. Distribution of Unrestricted Funds. During each fiscal year, the Board may distribute unrestricted funds as is appropriate under these Bylaws or policies and procedures established by the Board.

Section 11. Restricted Gifts. The Corporation may accept any contributions, gifts, bequests, or assignments for the general or for any special purpose of the Corporation. It may act as the Trustee of any trust of which the Corporation also is a

beneficiary, such as a charitable remainder unitrust for which the Corporation is the remainder beneficiary.

Section 12. Investments. The Corporation may, for investment purposes, commingle funds from various trusts, but no restricted or trust funds shall be used for purposes which are inconsistent with the terms of the restriction or trust, and an appropriate accounting shall be maintained at all times to assure that there is an appropriate and effective identification of the amount of all the commingled funds belonging to each separate trust, restricted gift, or other source.

ARTICLE XII NONDISCRIMINATION

The Corporation shall comply with applicable state and federal laws relative to equal employment and recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any employee, applicant for employment, director, officer, contractor or other person with whom it deals because of race, color, gender, sexual orientation, physical or mental disability, national origin, religion, age, marital status, military status, or unfavorable discharge from military service.

ARTICLE XIII AMENDMENTS

These Bylaws may be amended by the Board at any time, provided each member of the Board is given at least ten (10) days' notice in advance that such amendment shall be voted upon at a particular time, date and place during a regular or special meeting. The notice shall contain an exact text of the proposed amendment. An affirmative vote of at least three-fourths (3/4) of the Directors

present and voting at the meeting shall be required to amend these Bylaws. Any amendment(s) so adopted shall be effective upon approval by the Board.

ARTICLE XIV
EFFECTIVE DATE

These Bylaws of 406 Recovery Inc shall be effective as of the date of the adoption thereof.

Adoption Date of Bylaws: July 23, 2022

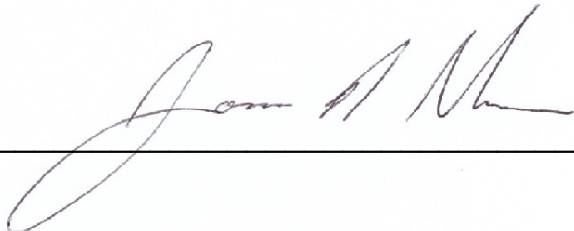
We, the undersigned Chair and Secretary/Treasurer of the Corporation, do hereby certify that the above foregoing Corporate Bylaws were adopted this date and the same now constitutes the Bylaws of the Corporation.

CHAIR



Robert G. Sise, MD, Chair

BOARD SECRETARY/TREASURER



Jonathan N. Vaknin, Esq., Board Secretary