

Attachment E, Exhibit 9

BY-LAWS OF YOUTH FIRST, INCORPORATED

ARTICLE I IDENTIFICATION

Section 1 Name The name of the Corporation shall be YOUTH FIRST, INCORPORATED (“Corporation”).

Section 2 Statement of Role and Purposes The Corporation’s purposes shall include the following:

(a) The Corporation is organized exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law) (the “Internal Revenue Code”).

(b) The Corporation at all times shall be operated exclusively for the purpose of providing substance abuse prevention and intervention programs that will improve overall functioning of area children and families.

(c) To accept donations from other persons or any unit of government; to make contributions to other not-for-profit entities in furtherance of the charitable purpose of the Corporation.

(d) Contract with other organizations (for profit and not-for-profit), with individuals, and with governmental agencies, in support of or in furtherance of the charitable purposes of the Corporation.

(e) Own or operate facilities or own other assets for public use and welfare in furtherance of the charitable purposes of the Corporation.

(f) Engage in any lawful activities within the purposes for which a corporation may be organized under the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”), which are in furtherance of or in support of the charitable purposes of the Corporation.

(g) Otherwise operate in furtherance of the charitable purposes of the Corporation, and do so exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code and in the course of the operation:

- i. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to any directors, officers or other persons unless allowed by Section 501(c) (3) of the Internal Revenue Code and the Act. Also, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;
- ii. No substantial part of activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code; and

- iii. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1 Qualifications. A person shall become a Director upon his/her consent, provided that such directorship shall be offered to persons who possess personal skills and traits so that members of the Board function as a body experienced and dedicated to the purposes of the Corporation and is a representative body of the community that the Corporation serves.

Section 2.2 Powers and Responsibilities. The business, property and affairs of the Corporation shall be managed and controlled by the Board of Directors. The Board of Directors shall bear ultimate responsibility for the operation and maintenance of the Corporation. The Board of Directors accepts or rejects major gifts to the Corporation.

Section 2.3 Number. The Board of Directors (the "Board") shall consist of such number of members not fewer than ten (10) nor more than thirty-six (36), the exact number of which shall be prescribed from time to time by resolution of the Board.

Section 2.4 Appointment and Term. The Board of Directors shall have the right to appoint the members of the Board. The term of each member of the Board shall ordinarily be for three (3) years or until his/her successor is appointed. The term shall begin with the date of appointment by the Directors. Members of the Board may be appointed for two successive full terms. If a member is first appointed to complete a partial term, he/she remains eligible to serve two more successive full terms. Members who complete two successive full terms are eligible for re-election after standing down for at least one year.

Section 2.5 Resignation. Any member of the Board may resign at any time by giving written notice of such resignation to the Board

Section 2.6 Removal of Directors. Any Director appointed may be removed at any time, with or without cause, by a majority of Directors entitled to vote at an election of Directors.

Section 2.7 Vacancies. Vacancies of members of the Board shall be filled by the Board. The Board shall not be required to fill vacancies if it determines that it has a sufficient number. A member appointed to fill a vacancy shall serve the remaining term of the member replaced.

Section 2.8 Power to Elect Officers. The Board shall annually elect a Chair, a Chair-Elect, a Past-Chair, a Secretary and a Treasurer. One person may serve both as Secretary and Treasurer, if the Board so desires. Past-Chairs must be former Chairs of the Board. All such officers shall be voting members of the Board.

Section 2.9 Power to Appoint Other Officers and Agents. The Board shall have the power to appoint such other officers and agents as the Board may deem necessary for transaction of the affairs of the Corporation.

Section 2.10 Removal of Officers and Agents. Any officer or agent may be removed by the Board whenever, in the judgment of the Board, the best interests of the Corporation will be served.

Section 2.11 Power to Require Bonds. The Board may require any officer or agent to file with the Corporation a satisfactory bond conditioned for faithful performance of said officer's or agent's duties.

Section 2.12 Conflict of Interest. Each member of the Board shall be required to certify to the Corporation that no conflict of interest exists which would impair that member's ability to serve on the Board and that the Board shall adopt a Conflict of Interest Policy applicable to the Officers and Directors of the Corporation.

Section 2.13 Founder. The Founder of Youth First, Inc., Dr. William Wooten, shall be considered a lifetime member of the Board in recognition of his extraordinary achievement, wisdom, and service on behalf of the Corporation. The Founder shall have voting privileges and all of the other rights reserved for Board members without term limits.

ARTICLE III

BOARD OF DIRECTORS MEETINGS

Section 3.1 Annual Meeting. The annual meeting of the Board shall be held during the second quarter of each calendar year at such time and place as the Board of Directors may fix by resolution.

Section 3.2 Regular Meetings of the Board. Regular meetings of the Board shall be held at least five times a year at such time and place as the Board shall determine. Said meetings shall be held within the State of Indiana.

Section 3.3 Meetings by Telecommunications Device. Members of the Board or any committee appointed by the Board may participate in a meeting by means of conference telephone or similar communications equipment and/or via electronic means, such as e-mail communication, so long as all persons participating in the meeting can communicate with each other. Participation in such meeting in such manner shall constitute presence in person.

Section 3.4 Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken without a meeting, if all members of the Board or of such committee, as the case may be, at the time in office, consent thereto in writing and the writing or writings are filed with the Minutes of the proceedings of the Board or of such committee. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date. A writing may include type-written communications sent via electronic means, such as e-mail communication. Any such electronic communication is deemed signed if it is sent from the Director's electronic mailing address on record with the Board.

Section 3.5 Special Meetings of the Board. Special meetings of the Board may be called by the Chair or **50%** of the Directors, at any time by means of such written notice by first class mail, courier service, telephone, e-mail, facsimile or such other communication reasonably designed to provide prompt notice of the time, place and purpose thereof to each Director, at least five (5) days prior to such meeting. Any action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.

Section 3.6 Notices and Mailings. All notices required to be given by any provision of these Bylaws shall state the authority pursuant to which they are issued ("by order of the Chair" or "by order of the Board of Directors" as the case may be) and shall bear the written, stamped, typewritten or printed signature of the Secretary or, if so empowered, the Assistant Secretary. Every notice shall be deemed duly served when the same has been deposited in the United States mail with first class postage fully prepaid, delivered to a courier service, transmitted by e-mail or facsimile or such other written communication

reasonably designed to provide prompt notice, plainly addressed to the addressee at his/her last address appearing on the appropriate record of this Corporation.

Section 3.7 Waiver of Notice. Notice of the time, place and purpose of any meeting of the Board, may be waived by letter, e-mail, facsimile or other writing, either before or after such meeting has been held. Attendance at any meeting, except for the sole purpose of objecting to the holding of such meeting, shall constitute a waiver of notice of said meeting.

Section 3.8 Quorum. In order to transact business, at least 50% of voting Directors shall be present.

Section 3.9 Vote Required for Action. Each voting Director shall be entitled to cast one (1) vote on all matters submitted to a vote at any meeting of the Board of Directors. The affirmative vote of a majority of the voting Directors present shall be required on all matters submitted to a vote at any meeting of the Board of Directors wherein a quorum is present.

ARTICLE IV

OFFICERS

Section 4.1 Chair. The Chair shall preside over all meetings of the Board and Executive Committee. The Chair shall also attend other committees as desired. He/she shall also prepare the Chair-Elect to become the next Chair.

Section 4.2 Chair-Elect. The Chair-Elect shall spend the year preparing to become the next Chair and serve as an active member of the Executive Committee and other committees as desired. The Chair-Elect shall perform the duties and exercise the powers of the Chair during the absence or disability of the Chair. He/she shall perform such other duties as may be delegated by the Board.

Section 4.3 Past-Chair. The Past-Chair shall provide a continuity of leadership by continuing to serve on the Executive Committee, acting as a resource for the new Chair, and helping train the Chair-Elect. He/she shall serve as an active member of the Executive Committee and other committees as desired.

Section 4.4 Secretary. The Secretary shall insure that the Corporation preserves accurate minutes of the proceedings of Board meetings. He/she shall have authority to affix the Seal of the Corporation to all instruments where its use is required by statute or law or by resolution. The Secretary shall serve as an active member of the Executive Committee and other committees as desired. He/she shall perform such other duties as may be delegated by the Board.

Section 4.5 Treasurer. The Treasurer shall have the powers and duties usually associated with such office subject to limitation or extension by the Board. The Treasurer shall serve as Chair of the Finance Committee and on the Executive Committee and other committees as desired.

Section 4.6 President/CEO. The President shall be the Chief Executive Officer of the Corporation and, as such, shall have general supervision of the affairs of the Corporation, subject to the control of the Board of Directors. The President/CEO shall be hired by the Board of Directors and annually evaluated by the Board prior to the end of each fiscal year. Subject to the control and direction of the Board of Directors, the President/CEO may enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. In general, the President/CEO shall perform all duties and have all powers incident to the office of President/CEO, as herein defined, and all such other duties and powers as, from time to time, may be assigned to the President/CEO by the Board of Directors. The President/CEO shall serve on the Board of Directors, the Executive Committee, and all other

committees as an ex-officio, non-voting member.

Section 4.7 Term. The Officers of the Corporation shall each remain in office one (1) year, or until his/her successor is appointed. The Chair, Chair-Elect, and Past-Chair are limited to one term for each office. The Secretary and Treasurer may serve for up to three successive terms.

ARTICLE V

COMMITTEES & ADVISORY COUNCIL

Section 5.1 Committees. Committees may be established by the Board or Executive Committee of the Board for such purposes as circumstances may warrant. Every such committee shall limit its activity to the accomplishment of the purpose for which created and shall have no power to act except as is specifically conferred upon by action of the Board. Upon completion of the duties for which any such committee was appointed, such committee shall stand discharged. No committee may authorize distributions; approve or recommend dissolution, sale, pledge or transfer of all or substantially all of the Corporation's assets; elect, appoint, or remove Directors or fill vacancies on the Board of Directors; or adopt, amend, or repeal Articles of Incorporation or By-Laws of the Corporation.

Section 5.2 Executive Committee. The Executive Committee shall consist of the Board Chair, Chair-Elect, Past-Chair, Secretary, Treasurer, Standing Committee Chairs, and up to four at-large members elected by the Board of Directors at the annual meeting of the Board of Directors. Any officer who serves on the Executive Committee shall no longer serve on the Executive Committee if the officer ceases to hold office. The President/CEO shall also serve on the Executive Committee as an ex officio, non-voting member. During the intervals between meetings of the Board of Directors, the Executive Committee shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation.

Section 5.3 Standing Committees. The Corporation shall have the following Standing Board Committees:

- a. Board Development Committee;
- b. Donor Development Committee;
- c. Finance Committee;
- d. Audit and Risk Committee;
- e. School and Government Committee.

The Corporation shall also have the following Standing Advisory Committees:

- a. Programs and Services Advisory Committee;
- b. Human Resources Advisory Committee.

Every Board member shall be a member of at least one Standing Committee. The Chairs of each Standing Committee shall be elected by the Board of Directors at its annual meeting and the Chairs shall serve for a one (1) year term. A Chair of a Standing Committee may serve more than one (1) consecutive term. Vacancies of a Chair of a Standing Committee shall be filled by the Board or the Executive Committee. The Chair of each Standing Committee shall then appoint members of each Standing Committee. Members do not have to be Directors of the Corporation.

Section 5.4 Advisory Council. The Board of Directors shall also appoint members of an Advisory Council comprised of former Board members and/or other community leaders. The Board or the President/CEO shall call on Advisory Council members to assist with activities that further the charitable purpose of the Corporation. The Advisory Council shall meet at least once a year to receive updates on

the Corporation's activities and needs and to provide guidance and support. The recommendations of the Advisory Council shall be taken under advisement but are non-binding on the Board or the President/CEO. Advisory Council members may attend Board meetings as non-voting guests. Advisory Council members are appointed annually by the Board with no limit on the number of terms.

Section 5.5 Records. Each committee, subcommittee, and the Advisory Council shall maintain a written record of its procedure and activities, including minutes of meetings, and submit a written report at least annually to the Board.

Section 5.6 Manner of Action. The act of the majority of the committee members present at a meeting in which a quorum is present shall be the act of the committee or Advisory Council.

Section 5.7 Quorum. A quorum of any committee or the Advisory Council is defined as 50% of its membership.

ARTICLE VI

VOTING UPON STOCK OF OTHER CORPORATIONS

Section 6.1 Authority of Chairman. Unless otherwise ordered by the Board, the Chairman shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this Corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE VII

EXECUTION OF INSTRUMENTS

Section 7.1 Checks, Drafts and Money Orders. All checks, drafts and orders for payment of money shall be signed in the name of the Corporation by any one or more of the President/CEO, Chair and such officer(s) or agent(s) as designated by the Board.

Section 7.2 Contracts, Conveyances and Other Legal Documents. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President/CEO or Chair may execute the same in the name of and on behalf of this Corporation and may affix the corporate seal (if any) thereto. The Board shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of this Corporation.

ARTICLE VIII

INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IX
DISSOLUTION

Section 9.1 Disposition of Assets. Upon the dissolution of this Corporation, the disposition of all the assets of the Corporation shall be in a manner as provided by the Board and in accordance with the following:

- (a) The paying of or the making of provision for the payment of all of the liabilities, direct or indirect, contingent or otherwise, including without limitation, all outstanding loan agreements, credit agreements, master indentures, etc.;
- (b) All assets remaining after the payment of all of the liabilities of the Corporation shall be distributed to such organization(s) as the Board of Directors shall determine; provided, however, that such organization(s) has similar purposes as the Corporation and is exempt under Section 501(c) (3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue Law;
- (c) Any other assets not so disposed of shall be disposed of in accordance with the laws of the State of Indiana so long as such assets are disposed of solely to such organizations which are organized and operated exclusively for charitable, educational, religious or scientific purposes.

ARTICLE X
INDEMNIFICATION

Section 10.1 Indemnification. The Corporation shall indemnify each person who is or was a Director of the Corporation and each person who serves or served at the request of the Corporation as a Director, Officer or committee member of this Corporation or any other corporation, partnership, joint venture, trust or other enterprise if such person was or is a party, or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) which action, suit or proceeding is by reason of the fact that the person is or was (i) a director of this Corporation; (ii) an officer or employee of this Corporation, (iii) an agent authorized by the Corporation to act on behalf of the Corporation, and (iv) each person who serves or has served at the request of the Corporation as a director, officer or committee member of this Corporation. The indemnification shall be against expenses (including attorneys' fees) judgment and fines against her/him in connection with such action, suit or proceeding. The indemnification shall only apply if she/he acted in good faith and in a manner she/he reasonably believe to be in, or not opposed to the best interest of the Corporation. With respect to any criminal action or proceeding, there must have been no reasonable cause to believe her/his conduct was unlawful. It is intended that the scope of this indemnification shall at all times be as extensive as that allowed by the statutes of the State of Indiana governing not-for-profit and nonprofit corporations as they are amended from time to time. The Corporation may indemnify such other persons as determined by the Board of Directors, in its sole discretion.

Section 10.2 Insurance. The Corporation may purchase and maintain insurance on behalf of any person indemnified under Section 10.1 and shall further have the power to purchase and maintain insurance on behalf of any person who is or was serving at the request of this Corporation as a Director, Officer, Partner, Employee or Agent of another corporation, partnership, joint venture, trust or other

enterprises insuring against any liability under the conditions described in Section 10.1, subject to the power of this Corporation to indemnify such person under applicable law.

ARTICLE XI

MISCELLANEOUS

Section 11.1 Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board and committees having authority from the Board. All books and records of the Corporation may be inspected by any Director or its agent or attorney for any proper purpose at any reasonable time.

Section 11.2 Fiscal Year. The fiscal year of the Corporation shall end June 30.

Section 11.3 Fiscal Agency. The Board may appoint or designate a fiscal agent when deemed necessary or appropriate by the Board. Provided, however, that such fiscal agent shall only act pursuant to the ultimate direction and control of the Board.

Section 11.4 Bylaws Review. The Bylaws shall be reviewed annually and revised as deemed necessary.

ARTICLE XII

AMENDMENT OF THE BYLAWS

Section 12.1 Amendments. The power to alter, amend or repeal the Bylaws of this Corporation or to adopt new Bylaws shall be vested in the Board of Directors. A majority vote of the Board of Directors shall be required to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Articles of Incorporation and applicable law of the State of Indiana.

AMENDED AS OF JUNE 3, 1999.
AMENDED AS OF JULY 5, 2000.
AMENDED AS OF JULY 3, 2003.
AMENDED AS OF SEPTEMBER 2, 2004.
AMENDED AS OF NOV. 3, 2005
AMENDED AS OF NOV. 1, 2007
AMENDED AS OF NOV. 6, 2008
AMENDED AS OF NOV. 4, 2010
AMENDED AS OF MARCH 1, 2012
AMENDED AS OF MARCH 7, 2013
AMENDED AS OF MARCH 13, 2014
AMENDED AS OF MARCH 12, 2015
AMENDED AS OF MARCH 9, 2017
AMENDED AS OF MARCH 14, 2019

L:\LIB\DOCS\33903\CORPORAT\EI1415.DOC