

**BYLAWS OF
UPSTREAM PREVENTION, INC.**

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ARTICLE I—NAME AND PURPOSE

Section 1—Name: The name of the corporation is “Upstream Prevention, Inc.” (herein called the “Corporation” or “UP”). The Corporation incorporated in the state of Indiana October 29, 2015 under the name Upstream Prevention, Inc.

Section 2—Purpose: Upstream Prevention, Inc. is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 hereof.

ARTICLE II — MISSION

Upstream Prevention, Inc. seeks to support systems-level changes to promote public health, specifically related to the prevention and reduction of youth substance use, improved mental health of the community, and creating an environment conducive to healthy behaviors for all citizens.

ARTICLE III — MANAGEMENT

Section 1—Management of the Corporation shall be vested in the Board of Directors.

ARTICLE IV — BOARD OF DIRECTORS

Section 1—Number of Directors: The Corporation shall have a board of directors consisting of at least (3) and no more than 15 directors. Within these limits, the Board of Directors may increase or decrease the number of directors serving on the board.

Section 2—Role: The policies of the Corporation shall be determined by the Board of Directors. The Board of Directors shall also nominate and vote upon directors, and officers, which reflect the diversity of the Corporation. The Board of Directors shall act on all matters which may properly come before it.

Section 3—Election: New directors and officers shall be elected at any regular meeting of the Board of Directors.

Section 4—Terms of Office: The term of office for members of the Board of Directors shall be a minimum of two years, however the term of office may be renewed.

Section 5—Vacancies: Vacancies occurring during the term of office of a director shall be filled by the Board of Directors.

Section 6—Special Considerations: The Founder and Executive Director of the Corporation shall be counted in the number of directors, and shall receive all rights and powers of the Board of Directors, but is to be considered an ex officio member of the Board of Directors. The Executive Director shall serve an initial term of ten years, at which point, the Board of Directors shall hire and appoint a new Executive Director or reaffirm the current individual's term. At any point, the Executive Director may step down, and have a successor appointed by the Board of Directors.

ARTICLE V – MEETING OF THE BOARD OF DIRECTORS

Section 1—Regular Meetings: The Board of Directors shall hold at least two (2) regular meetings each calendar year. Notice of meetings shall specify the place, day, and hour of meeting and shall be sent electronically at least one month (30 days) prior to the meeting. The purpose of the meeting need not be specified.

Section 2—Special Meetings: A special meeting may be called by the Chair or upon written request by three (3) members of the Board of Directors. Notice of time, place, and purpose of a special meeting shall be sent not less than one week before the meeting to each member of the Board of Directors, and may be sent electronically.

Section 3—Quorum: A majority of Board members must be present to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of those present at the time and place set for the meeting may take an adjournment from time to time until quorum is present.

Section 4—Voting: Each member of the Board of Directors shall have the right to one vote. Such vote shall be cast in person or by telephone or electronic conference. All voting matters must receive a 2/3 majority vote of all board members in order to pass.

ARTICLE VI — OFFICERS

Section 1—Offices and Terms: The officers of the Corporation shall be the Chair of the Board of Directors, a Vice Chair, and a Secretary (who may be the coordinator of the Corporation), who shall be elected by the Board of Directors at its annual meeting. Officers shall be invited from the community to serve on the Board of Directors. There shall be no limitation on terms of service for each officer position.

Section 2—Duties of Officers: The duties of the officers pursuant to authority conferred by the Board of Directors shall be as follows:

Chair: The chair shall be the Executive Director of the Corporation and shall preside at all meetings of the Corporation and the Board of Directors, except such meetings as the Chair may delegate to an officer elected by the Board of Directors. The Chair shall perform such duties as are usual to this office and such other duties as are prescribed elsewhere in the Bylaws. The Chair shall be responsible for communicating, interpreting, and evaluating policy, budgeting direction, and ascertaining the effectiveness of the Coordinator, on behalf of the Board of Directors. The Chair shall also be responsible for all transactions involving the Corporation's finances, causing all things to be done necessary to execute directives of the Board of Directors in connection therewith, including but not limited to the receipt, custody and disbursement of funds; borrowing and pledging of collateral; the receipt, custody, and disposal of securities; the execution in the name of the Corporation of all contracts or other instruments authorized generally or specifically by the Board of Directors.

Vice Chair: The Vice Chair shall perform the duties of the Chair in case of the Chairperson's absence or disability, and shall assist the Chair in such duties as the Chair shall assign.

Secretary: The Secretary shall be responsible for seeing that notice is given of all meetings of the Board of Directors and that minutes of such meetings are accurately transcribed and circulated in a timely manner. The Secretary shall perform such other duties common to this office.

Section 3—Terms of Office: The officers shall be installed at the annual meeting of the Corporation at which they are elected and shall hold office for a term of two years or until their successors are elected.

Section 4—Vacancies: Vacancies occurring during the term of office of an officer of the Corporation shall be filled by the Board of Directors for the remainder of the unexpired term.

ARTICLE VII – INDEMNIFICATION

The Corporation may opt to obtain insurance or otherwise indemnify the Board of Directors against liabilities, suits or other actions arising against them personally for situations arising which are directly related to their service of the Corporation. There will not be indemnification of any person found guilty of committing unlawful acts and no indemnification that would be unlawful or contrary to public policy.

ARTICLE VIII – CONFLICT OF INTEREST

Whenever a Board of Directors has a financial or personal interest in any manner, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussing and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at such votes are taken and shall record such disclosure, abstention and rationale for approval.

See Conflict of Interest Policy

ARTICLE IX – AMENDMENTS

These bylaws may be amended when necessary by majority of Board of Directors. Proposed amendments are to be submitted to the Secretary and sent to the Board of Directors for review.

ARTICLE X — DISSOLUTION

Upon such time as a dissolution may be necessary, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.