

BY-LAWS OF SOUTH DAKOTA REHABACTION, INC.

ARTICLE I

Section 1. The name of this Corporation shall be South Dakota RehabACTion, Inc.

Section 2. The office of the Corporation shall be located at South Dakota Division of Rehabilitation Services, HillsvieW Plaza, c/o 500 East Capitol Avenue, Pierre, South Dakota, 57501.

ARTICLE II

Members' Meeting

Section 1. The annual meeting of the members shall be held at a date and time determined by the Board of Directors. At such meeting, the members shall elect officers and directors to serve until their successors shall be elected and qualified.

Section 2. A special meeting of the members to be held at the office of the Corporation may be called at any time by the President, and in his or her absence, by the Vice President or by the Directors.

Section 3. Notice of the time and place of all annual and special meetings shall be either delivered personally or mailed by the Secretary to each member at least ten days and no more than fifty days before the date thereof.

Section 4. The President, or in his/her absence, a Vice President, shall preside at all such meetings.

Section 5. At every such members' meeting, those who are members in good standing as of the date and time of such meeting shall be entitled to cast one vote.

Section 6. A quorum for the transaction of business at any such meeting shall be 20 members in good standing as of the date and time of said meeting.

ARTICLE III

Directors

Section 1. The business and property of the Corporation shall be managed by a Board of seven directors.

Section 2. The Board of Directors shall consist of the president, vice-president, past president, secretary and treasurer, who shall be members of the Board of Directors ex officio, one director at large employed by the public vocational rehabilitation program and one director at large employed by a rehabilitation provider. Vice-president, secretary and the two directors at large shall be elected annually by the members at the annual meeting and shall hold office for one year or until their successors are duly elected and qualified. The vice-president will assume the position of the president after one year and shall hold the office of the president for one year. The treasurer shall be elected triannually by the members at the annual meeting and shall hold the office for three years or until their successor is duly elected and qualified. The treasurer will be a representative of the State Office of the public vocational rehabilitation program.

Section 3. The regular meeting of the Directors shall be held at such time and place as may be fixed by the Board of Directors by resolution or motion.

Section 4. Special meetings of the Board of Directors to be held in the Office of the Corporation may be called by the President and in his/her absence by a Vice President, or by any two members of the Board.

Section 5. Notice of all regular and special meetings may be given either by mail or orally to the said Directors at any time previous to the time fixed for the meeting.

Section 6. A quorum for the transaction of business at any regular or special meeting of the Directors shall consist of four members of the Board, but less than a majority of those present at any regular or special meeting shall have the power to adjourn the meeting to a future time.

Section 7. An officer may be removed at any time for cause by a majority vote of the full Board of Directors.

Section 8. Vacancies in the Board of Directors may be filled for the unexpired terms by the remaining Directors at any regular or special Directors' meeting.

ARTICLE IV

Board Meetings

The Board of Directors shall meet for the transaction of business as soon as practicable after the adjournment of the annual meeting of the members, and other regular meetings of the Board of Directors shall be held at such times as the Board may determine. Special meetings of the Board of Directors may be called by the President and any two of the directors on three days' notice to each director, personally or by mail, fax, e-mail, or wire. Meetings of the Board of Directors may be held without notice when all of the directors are present or assent thereto in writing. Members of the Board of Directors or any committee designated thereby may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. On any question, the names of those voting each way shall be entered on the record of the proceeding if any member at the time requests it. The Board of Directors shall in all cases act as a Board, regularly convened, and in the transaction of business, the act of a majority present at a meeting, except as otherwise provided by law, shall be the act of the Board, provided a quorum is present.

ARTICLE V

Waiver of Notice

Section 1. Whenever any notice whatsoever is required to be given by these By-Laws, or the Articles of Incorporation of this Corporation, or any of the Corporation laws of the State of South Dakota, a waiver thereof in writing, signed by the person or the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VI

Officers

Section 1. The officers of this Corporation shall be a President, the recent past president, a Vice President, a Secretary and a Treasurer. Each officer shall be an ex officio member of the Board of Directors of the Corporation.

Section 2. The President shall preside at all Directors' and Members' meetings, shall have general supervision over the affairs of the Corporation and over the other officers. The President shall appoint members to such committees as are created or authorized by the Board of Directors. The President shall sign all written contracts and other instruments of the Corporation and shall perform all such other duties as are incident to the President's office. In case of the absence or disability of the President, his or her duties shall be performed by the Vice President.

Section 3. In the absence of the President, or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all powers of, and be subject to, all the restrictions upon the President. The Vice president will assume the position of the president the following year.

Section 4. The Secretary shall issue the notices of all Directors' and Members' meetings and shall attend and keep the minutes of the same, shall have charge of all corporate books, records, and papers, shall be custodian of the corporate seal, shall attest with his or her signature, and impress with the corporate seal all written contracts of the Corporation and shall perform all such other duties as are incident to his or her office.

Section 5. The Treasurer shall have custody of all money and securities of the Corporation. He or she shall maintain the articles of incorporation, tax records, and other legal documents of the organization. He or she shall keep regular books of account and shall submit them, together with all his or her vouchers, receipts, records and other papers to the Directors for their examination and approval as often as they may require and shall perform all such other duties as are incident to his or her office.

Section 6. The Past President will assist the president with the transition in their role as being president and shall perform all other duties designated by the Board and/or President.

ARTICLE VII

Compensation

Section 1. The Directors of the Corporation, in their capacity as Directors, shall serve without compensation, except that they may be reimbursed upon a majority vote of the Board for their reasonable expenses incurred in attending regular or special meetings of the Board, and in their discharge of duties pursuant thereto.

Section 2. The compensation for such other employees of the Corporation shall be prescribed by the President, subject to the approval of the Board of Directors.

ARTICLE VIII

Membership

Only those persons who are members in good standing of American RehabACTion, Inc., or its successor in interest, and who have paid dues as established by the Board of Directors shall be eligible for membership in the Corporation.

ARTICLE IX

Exempt Activities

Notwithstanding any other provision of these By-Laws, no director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of this Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c) of the Internal Revenue Code and the implementing regulations as may now exist or may hereafter be amended.

