

BY-LAWS
OF
RISE RECOVERY
As Amended June 19, 2024

ARTICLE 1.
NAME AND PURPOSE

Section 1. Name. The name of the Corporation is Rise Recovery.

Section 2. Purpose. The exclusive purposes for which the Corporation is organized are charitable and educational, and, more specifically, to counsel and advise (but not give medical treatment to) individuals without regard to race, creed, color, sex, disability, age, religion or national origin who desire to be so counseled and advised for drug related problems and to educate, enlighten and inform the public at large, without regard to race, creed, color, sex, disability, age, religion or national origin, regarding the dangerous and harmful effects of the use of habit-forming and addictive drugs, by conducting supervised discussion groups, forums, seminars and individual counseling sessions with interested and concerned parties at no profit to the Corporation, its incorporators, organizers and directors (all of the aforesaid being sometimes referred to as "The Program"). The Corporation shall not engage in any activity which would impair or cause the Corporation to lose its tax-exempt status as an exempt corporation. The Corporation is created solely as an organization described in Section 501 (C) 3 and exempt from taxation under Section 501 (A) of the Internal Revenue Code of 1954, as amended or corresponding provisions hereinafter in effect. The Corporation shall be operated exclusively for such purposes; no part of its net earnings shall inure to the benefit of any private member, director or individual; no part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not 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. Upon dissolution of the Corporation, the Corporation's assets will be distributed in accordance with Section 501 (C) 3 of the Internal Revenue Code of 1954, as amended or corresponding provision hereinafter in effect.

ARTICLE 2.
OFFICES

Section 1. Registered Office and Agency. The registered office of the Corporation shall be at 2803 Mossrock, San Antonio, Texas 78230. The name of the registered agent at such address is the Chief Executive Officer (CEO).

Section 2. Other Offices. The Corporation may have, in addition to its registered office, offices and places of business at such places, both within and without the State of Texas, as the Board of Directors may from time to time determine or the activities of the Corporation may require.

ARTICLE 3. BOARD OF DIRECTORS

Section 1. Management of the Corporation. The direction and management of the affairs of the Corporation, including the operation, supervision and control of the Corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors (the "Board").

Section 2. Number and Qualifications. The Board of Directors shall consist of not less than five (5) or more than nineteen (19) persons, which number shall be set by resolution of the Board. Directors shall be elected by the Board by an affirmative vote of the majority of the incumbent Directors (though less than a quorum). The number of Directors may be increased or decreased from time to time by resolution of the Board, but no decrease shall have the effect of shortening the term of any incumbent Director. Incumbent Directors nominated for another term shall not be allowed to vote on their re-election. Directors shall serve without compensation.

Section 3. Term of Office. Directors may serve two (2) consecutive three-year terms, after which the Board member must be off of the Board for a period of at least one year before being nominated for new terms on the Board. The terms of office shall be staggered such that each year the terms of one-third (or as nearly one-third as practical) shall expire. The Board shall, by resolution, initially designate the expiration of terms of incumbent Directors holding office without designated terms.

Section 4. Election of Directors. Election for Directors filling expired terms may be held at any scheduled board meeting. At least fourteen (14) days prior to the meeting, the Governance Committee shall provide notice to Directors of its slate of recommended candidates for the Director positions becoming expired. Any Directorship to be filled by reason of an increase in the number of Directors or as the result of a vacancy (death, resignation, removal or otherwise) may be filled by an affirmative vote at any Board meeting or by an email vote requested by the Chair of the Governance Committee when the Board is not in session. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. A Director elected mid-year to increase membership will initially serve until the end of the current fiscal year. Such a new Director added to increase membership will be considered for election to an initial three (3) year term at the next annual Board election during the fourth quarter of the fiscal year.

Section 5. Removal of Directors. Any Director may be removed either for or without cause, by the affirmative vote of a majority in number of the Directors present or by proxy at any meeting of the Board after written notice served upon such Director by the Board. Any Director missing two consecutive meetings without communicating the reason for the absences to the Chair, Vice Chair or Secretary, shall automatically be removed from the Board.

Section 6. Place of Meeting. Meetings of the Board, annual, regular or special, may be held either within or without the State of Texas.

Section 7. Annual Meeting. The Corporation shall schedule and conduct an annual meeting in January or February of each year. The meeting date and time shall be designated by the Board. Notice of the annual meeting shall be given to all Directors at least ten (10) days in advance of such meeting.

Section 8. Order of Business. The order of business at the Annual Meeting shall be as follows:

1. Reading of the Minutes of the preceding meeting and action thereon
2. Reports of Officers
3. Election of New Board Members
4. Reports of Committees
5. Miscellaneous Business

Section 9. Regular and Special Meetings. In addition to the Annual Meeting the Board may schedule and conduct such other as many regular meetings as are necessary to supervise the business and mission of Rise Recovery. Special meetings of the Board of Directors may be called by the Chair of the Board on at least twenty-four (24) hours' notice to each Director, either personally or by mail or by other written communication, including email. It is expected, although not required, that the Chair may call meetings every other month. Special meetings shall be called by the CEO or any Executive Committee member in like manner and on like notice on the written request of any two (2) of the Directors.

Section 10. Quorum and Voting. One-half (1/2) Board of the Directors shall constitute a quorum to transact business at all meetings convened according to these By-Laws. Only elected Directors may vote. The affirmative vote of a majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically provided by law or these By-Laws. In the event that a Director is absent from a meeting at which an issue is to be decided for which the member wishes to vote, the member may do so by proxy. This proxy vote must be submitted to the chairman of the meeting and to another Director casting the proxy vote. The submission must be in writing and must specify the issue, the vote, and the name of the person empowered to vote. Persons voting by proxy are not to be considered present at a meeting for purposes of determining a quorum.

Section 11. Business to be Transacted. Except as may be otherwise expressly provided by statute or by the Articles of Incorporation or by these By-Laws, neither the business to be transacted at, nor the purpose of any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 12. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or at a meeting of an Executive Committee designated pursuant to Section 1 of Article 5 of these By-Laws may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members of the Board of Directors or Executive Committee, as the case of the Board of Directors or Executive Committee, as the case may be.

Any such signed consent, or a signed copy thereof, shall be placed in the minute book of the Corporation.

Section 13. Telephonic Meeting. Members of the Board or of any committee may participate in and hold a meeting of such Board or committee by means of conference telephone, video conference, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 13 shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE 4. OFFICERS OF THE BOARD

Section 1. Election. The Officers of the Board shall be a Chair of the Board, a Vice-Chair, a Secretary and a Treasurer, and such other officers as may be determined and selected by the Board. The Board, at any Board meeting in the Fourth Fiscal Quarter, shall elect the officers. Such officers shall be elected for one year and shall hold the office until reelected or a successor elected. No Director shall be eligible to serve as Chair of the Board or Treasurer until he has served as a member of the Board for a minimum of one (1) year.

The Chair of the Board shall serve a primary term of not less than two (2) years. If the Chair requires a one-year extension beyond their second three-year term to complete the second year of their role as Chair, the Board may approve such extension. The Board may also approve an optional one-year extension at the end of the second year of service as Chair. The vote of the Board regarding retention of the Chair for either one-year extension shall be made outside the presence of the Chair.

Section 2. Attendance at Meetings. The Chair of the Board, and in their absence the Vice-Chair shall call meetings of the Board to order and shall act as chair of such meetings, and the Secretary of the Corporation shall act as secretary at all such meetings, but in the absence of the Secretary, the Chair may appoint any person present to act as Secretary of the meeting.

Section 3. Duties. The principal duties of the several officers are as follows:

Chair of the Board

The Chair of the Board shall preside when present at all meetings of the Board of Directors. He/she shall be the executive officer of the Board and shall advise, counsel and evaluate, the CEO and other officers of the Program and of the Corporation and shall exercise such power and perform such duties as are customarily exercised by a chief executive officer and as shall be assigned to or required of him from time to time by the Board of Directors or the Executive Committee.

Vice-Chair of the Board

The Vice-Chair of the Board shall in the absence or disability of the Chair, have and exercise the powers of the Chair, and shall have such other powers and duties as may be assigned by the Board of Directors or the Executive Committee. The Vice-Chair (or designee) shall serve as the Chair of the Strategic Planning Committee.

Secretary

The Secretary shall have charge of the records and correspondence of the Corporation under the direction of the Chair of the Board, and shall be the custodian of the seal of the Corporation. He shall give notice of and attend all meetings of the Board. They shall take and keep true minutes of all meetings of the Board. The Secretary shall discharge such other duties as shall be assigned by the Chair of the Board. The Board may appoint an Assistant Secretary to perform the duties of the Secretary as required or directed.

Treasurer

The Treasurer shall be responsible for oversight of the budget, financial statements, investing, and other accounting matters. The treasurer is the primary contact with the independent audit firm and shall submit a report of the accounts and financial condition of the Corporation at each meeting of the Board. The Treasurer shall also serve as the Chair of the Finance Committee.

Section 4. Vacancies. Whenever a vacancy shall occur in any general office of the Corporation, such vacancy shall be filled by the Board by the election of a new officer who shall hold office until the next Annual Meeting and until his successor is elected and qualifies.

Section 5. Tenure. All officers shall serve at the pleasure of the Board and may be removed at any time with or without cause.

ARTICLE 5 EXECUTIVE COMMITTEE

Section 1. Constitution and Powers. There shall be an Executive Committee composed of the Chair, Vice-Chair, the Treasurer, Secretary, the Immediate Past Chair, and other Directors as the Board of Directors may designate. The CEO is a non-voting member of the Executive Committee. The Executive Committee shall have and may exercise, when the Board is not in session, all of the authority and powers of the Board in the business and affairs of the Corporation; provided that the foregoing shall not be construed as authorizing action by the Executive Committee with respect to any action which by statute, the Articles of Incorporation or these By-Laws is required to be taken by vote of a specified proportion of the number of

Directors fixed by these By-Laws, or any other action required or specified by the Texas Non-Profit Corporation Act or other applicable law or by these By-Laws or by the Articles of Incorporation to be taken by the Board as such. So far as practicable, members of the Executive Committee shall be appointed by the Board at any meeting in the Fourth Fiscal Quarter, and, unless sooner discharged by affirmative vote of a majority of the entire Board, shall hold office until their respective successors are appointed and qualify or until their earlier respective removals, deaths, resignations, retirements, or disqualifications. The Chair of the Board shall serve as the Chair of the Executive Committee.

Section 2. Meetings. Regular meetings of the Executive Committee, of which no notice shall be necessary, shall be held at such times and places as may be fixed from time to time by resolution adopted by affirmative vote of a majority of the whole Committee and communicated to all of the members thereof. Special meetings of the Executive Committee may be called by the Chair of the Board, the Vice-Chair, or any member thereof at any time on twenty-four (24) hours notice to each member, either personally or by mail, or email communication. Except as may be otherwise expressly provided by statute or by the Articles of Incorporation or by these By-Laws, neither the business to be transacted at, nor the purpose of, any meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of the Executive Committee.

Section 3. Records. The Executive Committee shall keep a record of its acts and proceedings and shall report the same, from time to time, to the Board of Directors. The Secretary of the Corporation, or, in his absence, an Assistant Secretary, shall act as secretary of the Executive Committee or the Committee may, in its discretion, appoint its own secretary.

Section 4. Vacancies. Any vacancy in the Executive Committee may be filled by the Chair on an affirmative vote of the Committee.

Section 5. Quorum. A majority of the members of the Executive Committee shall constitute a quorum. There shall be no voting by proxy at Executive Committee meetings.

Section 6. Report of Votes. Whenever the Executive Committee votes on a matter, the matter shall be recorded in the minutes of the meeting and the minutes shall be distributed via email to the entire Board of Directors within 24 hours of the end of the meeting.

ARTICLE 6. OTHER COMMITTEES

The "Finance Committee" shall be a standing committee appointed by the Board which shall have general supervision of the financial affairs of the Corporation.

The "Development Committee" shall plan, oversee and implement the Corporation's fundraising activities.

The "Marketing Committee" shall have supervision over the Corporation's public relations and media relations.

The "Strategic Planning Committee" shall have supervision over the Corporation's strategic direction.

The "Governance Committee" shall recommend candidates to serve as Directors and Officers of the Board. The Committee will review prospective Director applications and nominate individuals to serve as members of the Board. At the first meeting in the fourth fiscal quarter the committee shall nominate a slate of officers to serve for the following year. The Governance Committee is also responsible for new Director orientation and training. With respect to the Governance Committee, all potential Board of Director candidates shall be considered by that Committee.

The "Program Committee" shall observe the strategic direction, implementation and process improvement of the Corporation's key programs.

The Board may appoint such other standing or special committees as it may determine with such powers and duties as set forth by Board Resolution. Board Members of such committees shall be chosen by the Board.

All Committees must consist of at least two voting Directors. One Member of each Committee will be elected Chairman by other Committee members unless already established under these By-Laws. The remaining persons on the Committee are not required to be voting Directors, and may be chosen by the Directors on that Committee. A Committee member who is not a voting Director has the same responsibilities with respect to the Committee as a Committee member who is a voting Director. All Committees will establish written policy guidelines; keep minutes and report activities to the full Board. All Directors must serve on at least one Committee, but no Director shall be the Chair of more than one Committee.

The Chair of each Committee established under these Bylaws or by the Board of Directors shall also be a Member of the Board of Directors.

The CEO (or their designated staff appointee) shall be a member of the Strategic Planning Committee, the Development Committee, the Marketing Committee, and the Finance Committee, but shall not serve as Chair of any Board standing committee.

Committee meetings shall be open to all Directors.

ARTICLE 7. OFFICERS OF THE PROGRAM

Section 1. Election. The executive officer of the Program shall be the CEO who shall be appointed by the Board of Directors and subject to the control of the Board. He or she shall serve at the pleasure of the Board, with compensation to be fixed by the Board, and shall be accountable only to the Board.

Section 2. Other Officers. Any other officers of the Program as shall be necessary may be appointed by the CEO.

Section 3. Duties of the CEO. The CEO shall have general charge and supervision of the administration of the affairs and business of the Program. They shall see that the policy and all orders and resolutions of the Board are carried into effect. They shall perform other duties assigned from time to time by the Board.

The CEO shall have complete control over the operations of the Program and shall have authority to appoint and remove subordinate employees. The CEO shall have control over the Program expansion as long as it is within the budget approved by the Board.

The CEO will furnish to each member of the Finance Committee a twelve-month operating budget. This budget will cover the twelve-month period beginning July 1 of each year and will be prepared and furnished at least fifteen (15) days prior to the June meeting of the Board.

Audited annual financial statements shall be furnished to each member of the Finance Committee no later than September 30th and reviewed with the Directors for acceptance at the next meeting. Internal monthly financial statements shall be furnished to each member of the Finance Committee by the 20th of the next month. Financial statements shall be presented to the Directors at each regular Board meeting.

ARTICLE 8. NOTICES

Section 1. Manner of Giving Notice. Whenever, under the provisions of the statutes or of the Articles of Incorporation or of these By-Laws, notice is required to be given to any committee member or Director and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing by mail, postage prepaid, addressed to such member or Director at his address as it appears on the records of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be deposited in the United States mails as aforesaid.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any committee member or Director of the Corporation under the provisions of the statutes or of the Articles of Incorporation or of these By-Laws, a waiver thereof in writing signed by the person or persons

entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

ARTICLE 9. MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be July 1 to June 30, unless otherwise fixed by the Board.

Section 2. Annual Audit. The Corporation will obtain an annual audit financial report for each fiscal year from a firm of certified public accountants as selected by the Finance Committee.

Section 3. Surety Bonds. Such officers and agents of the Corporation and of the Program (if any) as the Board or the Executive Committee may direct, from time to time, shall be bonded for the faithful performance of their duties and for the restoration to the Corporation, in case of their death, resignation, retirement, disqualification or removal from office, of all books, papers, vouchers, money and other property of whatever kind in their possession or under their control belonging to the Corporation, in such amounts and by such surety companies as the Board or the Executive Committee may determine. The premiums on such bonds shall be paid by the Corporation, and the bonds so furnished shall be in the custody of the Secretary.

ARTICLE 10. AMENDMENTS

These By-Laws may be amended by the Board at any meeting of the Board by the affirmative vote of a majority of the Directors of the Corporation, provided that notice of the proposed amendment shall have been given to each Director in writing at least five (5) days prior to such meeting. Prior notice of any proposed amendment shall not, however, be necessary at any meeting of the Board at which forty percent (40%) of the Directors of the Corporation are present in person or by proxy.

ARTICLE 11. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Persons Indemnified. The Corporation shall, subject to the limitations provided in this Article 11, indemnify any person who is or was a Director, officer, employee or agent of the Corporation and any person who is or was serving at the request of the Corporation as a director, officer, partner, venture, proprietor, Director, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise who, because such person is or was serving in such capacity, was, is, or is threatened to be made a named defendant or respondent in (i) any threatened, pending or

completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, (ii) any appeal in such an action, suit or proceeding and (iii) any inquiry or investigation that could lead to such an action, suit or proceeding, against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including court costs and legal fees) actually incurred by such person in connection with any such action, suit, proceeding, appeal, inquiry or investigation, but if such action, suit, proceeding, appeal, inquiry or investigation was brought by or in behalf of the Corporation, such indemnification shall be limited to reasonable expenses actually incurred by such person in connection with such action, suit, proceeding, appeal, inquiry or investigation.

Section 2. Indemnification Allowed. A person shall be indemnified by the Corporation under this Article 11 only if he has been wholly successful, on the merits or otherwise, in the defense of the action, suit, proceeding, appeal, inquiry or investigation described in Section 1 of this Article 11 or if it is determined in accordance with Section 5 of this Article 11 that such person (i) conducted himself in good faith, (ii) reasonably believed, in the case of conduct in his official capacity, that his conduct was in the best interest of the Corporation and, in all other cases, that his conduct was at least not opposed to the best interests of the Corporation, and (iii) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 3. No Indemnification. A person shall not be indemnified by the Corporation under this Article 11 for obligations resulting from any action, suit, proceeding, appeal, inquiry or investigation in which such person is found liable (i) on the basis that personal benefit was improperly received by him, whether or not the benefit resulted from an action taken in such person's official capacity, or (ii) to the Corporation.

Section 4. Advancements. The Corporation may pay or reimburse reasonable expenses (including court costs and legal fees) in advance of the final disposition of an action, suit, proceeding, appeal, inquiry or investigation described in Section 1 of this Article 11, but only after (i) the Corporation receives a written affirmation of the person receiving the payment or reimbursement of his good faith belief that he has met the standard of conduct necessary for indemnification under this Article 11 and a written undertaking by or on behalf of such person, consisting of an unlimited general obligation, secured or unsecured, of such person, to repay the amount paid or reimbursed if it is ultimately determined that he has not met those requirements, which undertaking shall be accepted without reference to financial ability to make repayment, and (ii) a determination made in accordance with Section 5 of this Article 11 that the facts then known to those making the determination would not preclude indemnification under this Article 11.

Section 5. Standard for Indemnification. Any determination of indemnity under Sections 1 through 3 of this Article 11, any determinations as to reasonableness of expenses and any determination or authorization of payment under Section 4 of this Article 11 must be made (i) by a majority vote of a quorum consisting of Directors who at the time of the vote are not named defendants or respondents in the action, suit, proceeding, appeal, inquiry or investigation described in Section 1 of this Article 11, (ii) if such quorum cannot be obtained, by a majority vote of a committee of the board of Directors, designated to act in the matter by a majority vote

of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in such action, suit, proceeding, appeal, inquiry or investigation, (iii) by special legal counsel selected by the board of Directors or a committee of the board of Directors by note as set forth in (i) or (ii) above, or, if such quorum cannot be obtained and such a committee cannot be established, by a majority by vote of all Directors; provided, however, that if a determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses must be made in the manner specified in (iii) above for the selection of special legal counsel.

Section 6. Insurance. The Corporation may purchase and maintain insurance on behalf of any person described in Section 1 of this Article 11 against any liability asserted against them and incurred by them in a capacity described in Section 1 of this Article 11 or arising out of their status as such a person, whether or not the Corporation would have the power to indemnify them against that liability under this Article 11.