BERRIEN COUNTY SUICIDE PREVENTION COALITION
BYLAWS

ARTICLE I
NAME

The name of this corporation shall be the Berrien County Suicide Prevention Coalition.

ARTICLE II
PURPOSE

The purposes of the Corporation are exclusively charitable, or educational, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law ("Section 501(c)(3)"). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in these Bylaws. The specific purpose of the Corporation is to connect the people of Berrien County to the information and resources they need for emotional wellness, thereby preventing suicide.

ARTICLE III
MEMBERSHIP

The membership of the corporation shall consist of the members of the Board of Directors hereafter, called the Board.

ARTICLE IV
MEETINGS

Section 1. Meetings.
Meetings of the Berrien County Suicide Prevention Coalition shall be called by, or at the request of, the Chairperson or any two (2) Board members. Meetings shall be held at least once every three months. Notice of meetings shall be sent out by email at least three days prior to the meeting.

Section 2. Meeting Location.
All meetings of the Suicide Prevention Coalition shall be held at the place of the Board's choosing or online using virtual meeting technology. Members who are not able to attend when in person may join by way of phone or other technology.

Section 3. Quorum.
Any three (3) members of the Board shall constitute a quorum, and a majority vote shall be necessary for the transaction of any and all business or the passage of any resolution.

Section 4. Order of Business.
At meetings of the Board, business shall be transacted in such order as from time to time the Board may determine.

Section 5. Action Without a Meeting
Any action required or permitted to be taken by the Board may be taken without a meeting if at least three members of the Board unanimously consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board.

Section 6. Annual Meeting
An annual meeting of the Board shall be held annually at such place, on such date, and at such time as may be fixed by the Board. At the annual meeting, the Board members shall elect

officers, receive reports on the activities of the Coalition, and determine the direction of the Coalition for the coming year.

ARTICLE V
BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by the Board. The Board shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure and Qualifications

The Board shall consist of no less than five persons including, if possible, representatives from the primary community organizations involved in the mental health field along with other concerned individuals. The Board's Directors may serve as long as they are willing and support the Coalition's purpose, subject to approval by the Board itself. Members who fail to attend at least four meetings per year are determined to not be supportive of the Coalition's mission and values and may be removed by a majority vote of the members present and voting. Members will be replaced by nomination, and a majority vote of the members present and voting. No vote on new members of the Board shall be held unless a quorum of the Board is present.

Section 3. Compensation

Members of the Board shall not receive any compensation for their services as Directors.

Section 4. Removal

Any member of the Board may be removed with or without cause, at any time, by majority vote of the members present and voting if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board shall automatically be removed from office.

Section 5. Committee Formation

The Board may create committees as needed, such as fundraising, public relations, data collection, etc. The officer Chairperson appoints all committee chairs.

ARTICLE VI
OFFICERS

Section 1. Officers.

The officers of the Berrien County Suicide Prevention Coalition shall consist of a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer and such other officers as may from time to time be determined by the Board, each of whom shall be elected by a majority vote of the Board. The officers of the Corporation shall be elected from among the members of the Board of Directors. Any officer must be a sitting member of the Board and shall cease hold office if they are no longer a Director. Any two officers may be held by the same person, but an officer shall not execute, acknowledge, or verify a decision in more than one capacity if the action is required by law or these Bylaws to be executed, acknowledged or verified by two (2) or more officers.

Section 2. Election and Term of Office.

The officers of the Berrien County Suicide Prevention Coalition shall be elected every two years in January by the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer so elected shall serve in the office for the term of which he or she is elected and until his or her successor is elected or until his or her resignation or removal.

Section 4. Vacancies.
A vacancy in any office because of death, resignation, removal or otherwise may be filled at any meeting of the Board for the unexpired portion of the term of such office.
Section 5. Delegation of Duties of Officer.
In the absence of any officer on the Board, or for any other reason that the Board may deem sufficient, a majority of the Board may delegate, from time to time and for such time as it may deem appropriate, the powers or duties of such officer to any other member of the Board.
Section 6. Chairperson.
The Chairperson shall preside at meetings of the Board and shall sign and execute all documents in the name of the Board when authorized by the Board. They shall do and perform such other duties as may be fixed by these Bylaws and from time to time assigned to them by the Suicide Prevention Coalition Board.
Section 7. Vice-Chairperson.
The Vice-Chairperson shall preside at meetings of the Board in the absence of the Chairperson and shall perform those additional tasks and duties assigned to them by the Board.
Section 8. Secretary.
The Secretary shall keep or cause to be kept the minutes of all meetings of the Board. They shall have charge of all books and records, all of which shall at all reasonable times be open to inspection and examination by the public and/or by coalition members, and, in general, perform all duties incident to their office.
Section 9. Treasurer.
The Secretary shall keep or cause to be kept financial records of the Suicide Prevention Coalition Board. They shall have charge of all records, all of which shall at all reasonable times be open to inspection and examination by the public and/or by coalition members, and, in general, perform all duties incident to their office.

ARTICLE VII
BANK ACCOUNTS, CHECKS, CONTRACTS AND INVESTMENTS

Section 1. Bank Accounts, Checks and Notes.
The Board is authorized to select the banks or depositories it deems proper for the funds of the Berrien County Suicide Prevention Coalition. The Board shall determine who shall be authorized from time to time on the Berrien County Suicide Prevention Coalition's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.
Section 2. Contracts.
The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Berrien County Suicide Prevention Coalition, and such authority may be general or confined to specific instances. Unless authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Berrien County Suicide Prevention Coalition by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.
Section 3. Investments.
The funds of the Berrien County Suicide Prevention Coalition may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

Section 4. Fiscal Year
The fiscal year shall be a period of 12 consecutive months beginning January 1 and ending December 31.
Section 5. Liability Coverage.
The Board shall maintain Directors and Officers (D&O) and general liability coverage and review annually.

ARTICLE IX
INDEMNIFICATION

The Berrien County Suicide Prevention Coalition shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Berrien County Suicide Prevention Coalition against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Berrien County Suicide Prevention Coalition; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the Board who are not at that time parties to the proceeding.
The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.
No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.
This Article constitutes a contract between the Berrien County Suicide Prevention Coalition and the indemnified officers, board, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, board, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE VIII
CONFLICT OF INTEREST

Section 1. Purpose
The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (the Berrien County Suicide Prevention Coalition) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or board of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
Section 2. Definitions
Interested Person. Any board director, principal officer, or member of a committee with

governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article VIII, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
c. Procedures for Addressing the Conflict of Interest
    1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
    2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
    3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
    4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines whether the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

a. The minutes of the governing board and all committees with board delegated powers shall contain:
   The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,
b. Has read and understands the policy,
c. Has agreed to comply with the policy, and
d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X
AMENDMENTS

The Suicide Prevention Coalition Board may alter, amend, or repeal the Bylaws of the Berrien County Suicide Prevention Coalition by a majority vote of the Board members present and voting at any regular or special meeting, provided that a notice of intent to alter, amend or repeal the Bylaws in whole or in part has been provided in writing to each Board member one (1) week in advance of the meeting at which such amendment will be voted upon.

ARTICLE XI
DISSOLUTION

Upon the dissolution of this organization, 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. In the event that the Coalition is dissolved the Board of Directors will determine by majority vote where the funds will go.