

BYLAWS OF DBSA SAN DIEGO

ARTICLE I

NAME

The name of the corporation shall be DBSA San Diego.

ARTICLE II

PURPOSES

Section 1. Not For Profit. The corporation is organized under and shall operate as an Illinois not-for-profit corporation, and shall have such powers as are now or as may hereafter be granted by the Illinois General Not For Profit Corporation Act of 1986, as amended. The 501(c)3 tax identification number is 90-0247691.

Section 2. Purposes. The purpose of the corporation is to improve the lives of people living with mood disorders in San Diego County, CA.

Section 3. Rules. The following rules shall conclusively bind the corporation and all persons acting for or in behalf of it:

- a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, Directors, 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 herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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. Notwithstanding any other provision of these bylaws, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- b. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or

organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and as the Board of Directors shall determine.

ARTICLE III

REGISTERED OFFICE AND AGENT

The corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois and such other registered agents as the Board of Directors may from time to time determine.

ARTICLE IV

MEMBERS

DBSA San Diego is a non-member organization. All decisions will be made by the Board of Directors.

ARTICLE V

OFFICERS

Section 1. Officers. The Officers are responsible to the Board of Directors. The Officers of the corporation shall be at least two co-treasurers and one secretary. The Board of Directors may elect or appoint such other Officers as it shall deem desirable, such Officers to have the authority to perform the duties prescribed by the Board of Directors. Officers need not be residents of Illinois, but must have served as a Member at Large for the previous 3 consecutive months before being elected.

Section 2. Election and Term of Office. The Officers shall be elected by the Board of Directors and the Members at Large for an annual term. The Officers shall be elected at the annual meeting in February and shall serve until their successors have been duly elected and have qualified. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. If an incumbent has no challengers during re-election, they may choose to continue in their current position on the Board of Directors until the next election or until they choose to step down.

Section 3. Removal. Any Officer may be removed by the Board of Directors, by a majority vote, whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office, because of death, resignation, removal, illness, disqualification or otherwise, may be temporarily filled by the Board of Directors for up to 3 months. After 3 months, the acting Officer may choose to continue for the unexpired portion of the term. In special circumstances and with advanced notice of at least one month, the Board of Directors may choose to make an exception and allow the absent Officer or Director to return to their position after an absence of longer than 3 months.

Section 5. Secretary. The secretary shall form the agenda and keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records.

Section 6. Treasurers. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The two co-treasurers shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts of monies due and payable to the corporation from any sources whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws. Treasurers shall be responsible for logging donations at the end of each meeting and providing accurate up-to-date monthly financial reports at the monthly meeting of the Board of Directors. They shall also compile a year-end expense report to be presented at the meeting of the Board of Directors the following February. Reimbursement Forms and receipts shall be stored in the Reimbursement Forms binder in the library.

Section 7. Absences. If a board member is absent or unable to fulfill his or her duties, another board member may temporarily fill in until the absent board member returns. If the matter is not critical, the Board of Directors may choose to defer the task until the next meeting.

ARTICLE VI

COMMITTEES

Section 1. Committees. Committees may be formed by interested parties to conduct the business of DBSA San Diego. These committees and their actions must be approved by the Board of Directors.

Section 2. Committee Membership. Volunteers comprise the membership of each committee. Since DBSA members may suffer from periods of mood instability, anyone may be removed from committee membership by the Board of Directors.

Section 3. Chairperson. One member of each committee shall attend the monthly meeting of the Board of Directors and give an update on their committee's activity.

FACILITATOR

Section 1. Facilitator. A facilitator works within the Support Group to ensure that the group runs smoothly. A facilitator agrees to undergo training and possible review by other facilitators. Main responsibilities include: directing the flow of communication, maintaining a safe environment for all participants, and asking for assistance when needed.

DIRECTOR

Section 1. Director. A Director is a leader of a committee and has met the requirements to be a Member at Large.

MEMBER AT LARGE

Section 1. Member at Large. A Member at Large is a group participant who has attended group for at least six months, attended three or more consecutive meetings of the Board of Directors, and requested to become a Member at Large. Members at Large have voting rights at meetings of the Board of Directors but no defined responsibilities. Voting rights will be suspended for one meeting following an absence of more than three board meetings.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Composition, Tenure and Qualifications. The number of Directors shall be no less than four and no more than eight. Each Director shall hold office until the next annual meeting of the Board of Directors in February and until his or her successor has been duly elected and has qualified. Directors need not be residents of Illinois.

Section 3. Regular Meetings. The Board of Directors shall meet monthly and hold an annual review meeting during the month of February or at such other time and at such place as may be designated by resolution of the Board of Directors without other notice than this bylaw and such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least 2 days previously thereto by written notice delivered personally or sent by mail, email, or telephone message to each Director. If notice be given by mail, such notice shall be deemed to be delivered upon confirmation of the receipt of the transmission. Any Director may waive notice of any meeting.

Section 6. Attendees. Any participant in a DBSA San Diego support group may attend a regular monthly meeting of the Board of Directors, but they do not have voting rights and the board reserves the right to designate any meeting as closed to non-board members as it sees fit.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.

Section 9. Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing (hard copy or email), setting forth the action so taken, shall be signed by (i) either all of the Directors entitled to vote with respect to the subject matter thereof, or (ii) by the Directors having not less than the minimum number of votes that would be necessary to authorize or to take action at a meeting at which all Directors entitled to vote thereon are present and voting.

Section 10. Voting Members. Voting members are the Directors, Officers, and Members at Large.

Section 11. Vacancies. A vacancy in any office, because of death, resignation, removal, illness, disqualification or otherwise, may temporarily be filled by the Board of Directors for up to 3 months. After 3 months, the acting Director may choose to continue for the unexpired portion of the term. In special circumstances and with advanced notice of at least one month, the Board of Directors may choose to make an exception and allow the absent Director to return to their position after an absence of longer than 3 months.

Section 12. Compensation. Directors shall not receive any salaries for their services as such; provided, that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 13. Attendance by Communications Equipment. Members of the Board of Directors or of any committee of the Board of Directors may participate in and act at any meeting of such board or committee through the use of a conference telephone or other

communications equipment by means of which all persons participating in the meeting can hear each other. Such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 14. Voting. Voting members must be present to vote. However, in an election, any voting party who will not be present at the meeting of the Board of Directors in which the vote will take place may choose to submit their vote in writing via email or hardcopy to the secretary no later than 24 hours before the vote.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND REIMBURSEMENT

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the corporation, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by a Treasurer. If a payment is in the amount of \$350 or more, it shall be co-signed by both Treasurers.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Reimbursement. Any Director or Officer may spend up to \$50 at their discretion without prior approval from the board. Any expenditure over \$50 must be pre-approved in writing by the board. Receipts for reimbursement must be received by a Treasurer within 90 days of purchase.

ARTICLE IX

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE X

FISCAL YEAR

The fiscal year of the corporation shall be January 1 – December 31.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Illinois General Not For Profit Corporation Act of 1986, as amended, or under the provisions of the Articles of Incorporation or these bylaws, 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 the giving of such notice.

ARTICLE XII

AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting, provided that at least fifteen days written notice is given of intention to alter, amend, or repeal and to adopt new bylaws at such meeting.

ARTICLE XIII

INDEMNIFICATION

The corporation shall indemnify all Officers and Directors of the corporation to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as amended, and shall be entitled to purchase insurance for such indemnification of Officers and Directors to the full extent as may be determined from time to time by the Board of Directors of the corporation.

*Adopted by the Board of Directors, **January 18, 2010***