

**BYLAWS**  
**OF**  
**DBSA WESTCHESTER, NY**

ARTICLE I

NAME

The name of the corporation shall be DBSA Westchester NY.

- a. The Board of directors shall be known hereafter as “the Board”.
- b. DBSA Westchester NY shall be known hereafter as “the corporation”.

ARTICLE II

PURPOSES

Section 1. Not For Profit. The corporation is organized under and shall operate as a local chapter of the national Depression and Bipolar Support Alliance (DBSA), which is registered in Illinois as a not-for-profit corporation.

Section 2. Purposes. The purpose of the corporation is to improve the lives of people living with mood disorders and their families, in but not limited to southeastern New York State, southwestern Connecticut, and the northern New Jersey areas.

Section 3. Rules. The following rules shall conclusively bind the corporation and all persons acting for or on 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, or scientific purposes and 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 shall determine.
- c. DBSA Policies:
  - i. Whistleblowers will be protected within the confines of the corporation. The corporation does not, and will not, tolerate any unethical practices and or behaviors. The corporation adheres to standards and policies which best support members of our group.
  - ii. If a conflict of interest becomes apparent, this will be dealt with on a case-by-case basis. We do not allow for personal gains as a result of a conflict of interest, as we are clear that one needs to be invested solely in the interest of the group and its members.
  - iii. The Board will maintain attendance records for all group meetings. Only Board members may access attendance records, as they contain confidential, personally identifiable information.

### ARTICLE III

#### MEMBERS

Section 1. Membership. All individuals attending chapter activities for at least one complete

meeting in the corporation's current fiscal year are considered to be members of the corporation and to be eligible to vote on corporation activity as brought forth by the Board.

## ARTICLE IV

### MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held at such time and place as the Board may determine, for the purpose of electing two Board members at large and for the transaction of such other business as may come before the meeting. The Board shall determine the positions and officers of the Board at a separate meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the president, by the Board members, or by not less than one-half of the members having voting rights.

Section 3. Place of Meeting. The board of directors may designate any place, either within or outside the State of New York, as the place of meeting for any annual meeting or for any special meeting called by the Board. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be at the place of weekly meetings of the membership in the State of New York; provided, however, that if all the members shall meet at any time and place, either within or outside the State of New York, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Election of Board Members. Board member elections shall be held the second meeting of May each year. This election shall be held for a period not to exceed 15 minutes of general meeting hours. Notice of such meeting and the candidates shall be announced to the membership starting three weeks prior to the election. Nominations and self-nominations shall be accepted and added to the ballot for a period of three weeks prior to the elections. Candidate statements can be submitted three weeks prior to the election for review by members. No campaigning is permitted either inside or outside the meeting room. Secret ballots shall be used to determine elections results. If a tie occurs, a flip of the coin or similar process shall be done to determine the winner of the election.

Section 5. Informal Action by Members. Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either (i) by all of the members entitled to vote with respect to the subject matter thereof, or (ii) by the members 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 members entitled to vote

thereon are present and voting.

Section 6. Absentee Ballots (Proxies) are not allowed.

Section 7. The new board will take office the third Wednesday in May after the Board meeting where positions are assigned by election of the Board.

## ARTICLE V

### OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and such officers as may be determined by the Executive Board. 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 from time to time by the Executive Board. No two offices shall be held by the same person. Officers need not be residents of the State of New York.

Section 2. Election and Term of Office. The officers of the Board shall be elected by the entire Board for an annual term. This election shall be completed by the Board within two weeks of the general election to the Board. Board officers shall serve in their position until new officers are voted on and appointed to their new office by the Board. New offices can be created and filled at any meeting of the Board.

Section 3. Removal. Any Board Member can be removed by a vote of a majority of the other board of directors whenever in its judgment the best interests of the corporation would be served.

Section 4. Vacancies. If a vacancy occurs in any office because of death, resignation, removal, disqualification or otherwise the president shall appoint a person for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the corporation and shall in general supervise the affairs of the corporation. He or she shall preside at all meetings of the board of directors.

Section 6. Vice President. In the absence of the president or in the event of his or her inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned to him or her by the president or by the Board.

Section 7. Secretary. The secretary shall keep the minutes of the meetings of the Board 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; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board.

Section 8. Treasurer. He or she shall have charge and custody of and be responsible for all funds of the corporation; pay annual dues to the national chapter, 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; and in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the Board.

## ARTICLE VI

### BOARD OF DIRECTORS

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

Section 2. Composition, Tenure and Qualifications. The Board shall contain six directors. Each director shall hold office for a term of three years before running for additional terms as desired, and until his or her successor has been duly elected. Directors need not be residents of New York.

Section 3. Regular Meetings. A regular annual meeting of the board of directors shall be held during the month of May or at such other time and at such place as may be designated by the resolution of the board of directors without other notice than this bylaw and such resolution. The board of directors may provide by resolution the time and place, either within or outside the State of New York, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or outside the State of New York, as the place for holding any special meeting of the Board called by them. The board members shall send confirmation of receipt of the meeting notice to ensure all Board Members are aware of such meetings.

Section 5. Notice. Notice of any special meeting of the board of directors shall be given at least three days previously thereto by written notice delivered personally or sent by email, mail or facsimile transmission to each director. Any director may waive notice of any meeting.

Section 6. 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 7. 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 8. 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, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 9. Compensation. Directors shall not receive any salaries for their services as such, but by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 10. 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 of 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.

## ARTICLE VII

### COMMITTEES

Section 1. Designation of Committees A majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, and shall have a majority of its members be directors. Such committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon them by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be directors of the corporation, and the president of the corporation shall appoint the members thereof. Any members thereof may be removed by the Board whenever in its judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the board of directors of the corporation and until his or her successor is

appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairperson. One member of each committee shall be appointed chairperson by the president of the corporation.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## ARTICLE VIII

### CONTRACTS, CHECKS AND DEPOSITS

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 such officers, agent or agents or the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer and countersigned by the president or a vice president of the corporation.

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.

## 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 and committees having any of the authority of the Board.



ARTICLE X

FISCAL YEAR

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

ARTICLE XI

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 or at any special meeting of the board, 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 XII

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the New York 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.

Adopted by the Board, December 19th, 2018