

**BYLAWS**

**OF**

**Survivors of Blue Suicide  
Foundation, Inc.**

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## SECTION 1

### **The Foundation Defined**

#### 1.1 Name

The name of the not for profit corporation is Survivors of Blue Suicide Foundation, Inc. (hereinafter referred to as the “Foundation”).

#### 1.2 Purpose

The purposes of the Foundation are:

1. Providing survivors of law enforcement suicide with peer support through various platforms.
2. Furthering the interests of communities, states, and the nation in matters relating to law enforcement officer suicide.
3. Collaborating with law enforcement agencies and survivors on navigating officer suicides and provide training relating to officer suicide.

The Foundation shall not advocate or support the pursuit of federal line of duty death compensation benefits or line of duty death recognition for law enforcement who die by suicide.

#### 1.3 Tax-Exempt Status

The Foundation shall operate for charitable and educational purposes only as an entity described in the §501(c)(3) of the Internal Revenue Code, (the “Code”).

#### 1.4 Corporate Authority

The Foundation may do all things and perform all acts permitted a not for profit corporation under the laws of Missouri within the purpose set forth in Section 1.2.

#### 1.5 Tax Year

The Tax Year of the Foundation shall be the Calendar Year.

#### 1.6 Definitions

1. “Board” means the Board of Directors of the Foundation in their capacity as the governing body of the Foundation and which is comprised of those Directors elected in accordance with Section 2.6.
2. “Director” means an individual who has been elected to the Foundation’s Board of Directors in accordance with Section 2.6 and who is currently serving on such Board of Directors.
3. “Officer” means an individual who has been elected to the Foundation’s Board of Directors in accordance with Section 2.6 and subsequently elected to an Office listed in Section 4.1 pursuant to Section 4.3.
4. “Vote of the Board” means a vote of the Directors present and voting at any meeting of the Board where a quorum is present and certified, whether such meeting is held in person or electronically. Routine business and elections shall be transacted by a vote of the Board unless indicated otherwise in these Bylaws.
5. “Quorum” unless stated otherwise, a Quorum shall mean a majority of the total number of Directors.
6. “Survivor Advisory Council” also known as the “Council” as set forth in Section 5 of these Bylaws and as further described in the *Governance Manual*.

7. “Survivor” means a family member or co-workers of any active law enforcement officer or retired law enforcement officer who had died by suicide in the United States and its Territories.
8. “Regional Representative” means a Survivor voting on behalf of the Chapter’s within their region.
9. “Chapter” means all organizations which meet the requirements of the Foundation’s Group Exemption once received.

## **SECTION 2**

### **Board of Directors**

#### **2.1 Board Authority**

The Board of Directors (the “Board”) shall have all powers and authority which may be granted to a Board of a corporation under the laws of Missouri within the purpose set forth in Section 1.2.

#### **2.2 Number**

The Board shall consist of not less than five (5) and not more than twenty-one (21) voting Directors. The Board may increase or decrease the number of Directors, in accordance with the range specified above, and are entitled to vote thereon at any meeting of the Board.

#### **2.3 Duties**

The duties of the Directors include the following:

1. Exercise a duty of obedience to the Foundation’s central purpose in guiding all decisions;
2. Exercise due care and act in good faith in all dealings and interests with the Foundation;
3. Exercise a duty of loyalty to the Foundation by avoiding and/or managing conflicts of interest;
4. Ensure each Director executes and completes an annual Board Agreement Letter and Conflicts of Interest Disclosure Questionnaire;
5. Approve, periodically review, and/or amend board policies which may include duties in addition to those designated in these Bylaws;
6. Approve and periodically review policies, or authorize an appropriate committee, including but not limited to fiscal, governance, gift acceptance, personnel, and program policies;
7. Maintain a record of all approved policies and contemporaneous minutes and records of all meetings of the Board or committees with Board delegated duties or authority;
8. Approve the annual budget and oversee the financial administration of the Foundation;
9. Review Form 990 prior to submission to the IRS or authorize an appropriate committee to perform such duty;
10. Review and approve all contractual agreements or, authorize an Officer or Executive Director to approve and execute such agreements in accordance with the financial policies;
11. Fill the position of the Executive Director as needed, and ensure the appropriate committee performs annual evaluations and establish the qualifications, description of duties, and general scope of authority related to such position;
12. Ensure the date and terms of compensation arrangements of the Executive Director, if any, are recorded in writing and maintained with the information on which the board based its decision;
13. Make an annual personal donation to the Foundation;
14. Fundraise on behalf of the Foundation;
15. Shall strive to attend the National Suicide Survivors Conference, Memorial, and Candlelight Vigil (a Board meeting will be held prior to this event); and,

16. Perform such other duties as prescribed by the Board.

#### 2.4 Composition

A Director must be at least twenty-one (21) years of age. Only one (1) member of any one (1) family related by blood or marriage, only one (1) member residing within a household, only one (1) employee or owner of any one (1) company, and only (1) individual from any one (1) Chapter may be a Director at any given point in time. An employee, if any, of the Foundation may not serve as an Officer or Director. Furthermore, not more than one-third (1/3<sup>rd</sup>) of the Directors may fall within the definition of "Survivor."

Furthermore, there shall be two (2) ex-officio Directors as follows:

1. One (1) ex-officio Director must be law enforcement personnel with voting rights and who shall be counted in determining the number of voting Directors of the Foundation as set forth in Section 2.2.
2. One (1) ex-officio Director must be a mental health liaison but shall not have voting rights and therefore, not be counted for purposes of determining a quorum or counted as a Director for purposes of Section 2.2.

#### 2.5 Nominations

The Governance Committee shall prepare a slate of candidates in accordance with Section 7 of these Bylaws. Additional nominations may be provided to the Governance Committee a minimum of ten (10) days prior to an election. Nominations from the floor at a meeting where an election is to take place shall not be accepted.

#### 2.6 Elections

The Survivor Advisory Council will elect at least one (1) and up to one-third (1/3<sup>rd</sup>) of the total number of Directors. The remaining Directors will be elected by a vote of the Directors who are not Survivors. Elections shall be conducted, at a minimum, annually in the Fourth Quarter of the Calendar Year to allow the newly elected Directors to begin on the first day of the First Quarter of the following Calendar Year. If the slate is not approved, the Board may call for a vote on each slated candidate by a vote of the Board. Each slated candidate receiving a majority of the votes cast shall become a Director. The Board may request the Governance Committee to provide an additional slate of candidates should a Director position(s) remain open. Additional elections may take place at any regularly or specially called meeting of the Board.

#### 2.7 Classification, Term of Office, and Term Limits

A Director shall serve a term for a period of three (3) years. Terms shall be rotated to allow for approximately one-third (1/3) of the Directors to be up for election each year. Any Director may serve three (3) consecutive terms. Any Director, who has served the consecutive terms allowed or has resigned, may be eligible for re-election as a Director after a period of one (1) year. No Director may serve more than four (4) terms in total.

However, a Director elected by the Survivor Advisory Council shall serve a term for a period of two (2) years and may not serve for more than two (2) consecutive terms. Terms of Directors selected by the Survivor Advisory Council shall be rotated to allow for approximately one-half (1/2) of such Directors to be up for election each year. Any Director selected by the Survivor Advisory Council who has served the consecutive terms allowed or has resigned, may be eligible for re-election as a Director after a period of one (1) year. No Director selected may serve more than three (3) terms in total.

Furthermore, the President shall serve for a term for a period of two (2) years. Consecutive terms are not allowed for the Office of President. The President will move into the Immediate Past President position and will remain a part of the Survivor Advisory Council set forth in Section 5, unless determined otherwise by the Survivor Advisory Council or the Board.

Upon resignation, removal, or vacancy of any Director, including those elected by the Survivor Advisory Council, the respective successor shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining terms limits. Furthermore, the term limits for the Office position of the Immediate Past Chair or the Immediate Past President will automatically be extended to allow for such Director to complete their elected Officer positions.

## 2.8 Attendance, Removal, or Resignation

Any Director who misses three (3) consecutive regularly scheduled meetings in any Calendar Year shall be deemed to have resigned as a member of the Board and cease to be a Director on the date of the third absence. A Director may participate electronically and will be counted for the purpose of determining the attendance requirements set forth in this Section 2.8 if such Director can participate in the meeting. Any Director who has not met the attendance requirements may request in writing to be reinstated by a vote of the Board at the meeting following the resignation.

A Director may be removed by a vote of the Board at any time, with or without cause and regardless of the term such Director was elected to serve, at any regular or specially called meeting of the Board. If a Director elected by the Survivor Advisory Council is removed by the Board, the Survivor Advisory Council shall have the right to replace such Director.

Any Director may resign at any time by giving written or verifiable electronic notice to the Chair, the Secretary, or the Executive Director. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No Director may resign if the Foundation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Missouri Secretary of State and to the Internal Revenue Service.

## 2.9 Vacancies

The Governance Committee shall present to the Board candidates for vacancies resulting from term limits, resignation, removal, or newly created Directorships. Directors may be elected for such vacancies or newly created Directorships by a vote of the Board at any regularly or specially called meeting of the Board.

If due to such vacancies, the number of Directors is fewer than five (5) as stated in Section 2.2, the Board may elect Directors to fill such vacancies by a vote of the Board without the additional requirements set forth in Section 7 of these Bylaws. Those elected by the Board shall assume their positions for the duration of the unexpired term.

## 2.10 Compensation

Directors shall serve without compensation. Directors may be allowed reimbursement of expenses incurred in the performance of their duties at the discretion of the Board.

## SECTION 3

### **Meetings of the Board**

#### 3.1 Meetings

There shall be a minimum of four (4) meetings of the Board each Calendar Year and, the Board will strive to have at least one (1) meeting in each quarter of the Calendar Year. Board meetings may be held at such time and place as shall be determined by the Chair, or as determined by the Board.

Special meetings of the Board for any purpose(s) may be called at any time by the Chair or by any three (3) Directors. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice of the meeting given to each Director. Special meetings of the Board may be held at such time and place as shall be determined by the Chair, or as determined by the Board.

#### 3.2 Notice

Any regular meeting of the Board will require no notice if the date, time, and location of such meeting were previously determined by the Board and distributed to the Directors. Directors not in attendance at the meeting setting forth the dates shall be given the dates, time, and location of such meetings within ten (10) business days following the meeting. For any regular meeting where the date, time, and, location was not previously determined, notice shall be sent to the Directors at least ten (10) days but not more than thirty (30) days prior to the holding of the meeting. For any special meeting, notice shall be sent to the Directors not less than three (3) days but not more than thirty (30) days, prior to the holding of the meeting. For any electronic meeting, notice shall be sent to the Directors with the resolution and shall not be less than three (3) days prior to the voting deadline.

Directors shall provide an electronic address if they wish to receive notice via electronic transmission and any notice of meetings sent to them at such address shall be valid notices thereof. If a Director does not receive notice of a meeting but attends the meeting, they shall be deemed to have waived notice of the meeting, unless the Director objects at the beginning of the meeting that notice of the meeting was not valid.

#### 3.3 Quorum

At all meetings of the Board, a quorum shall consist of a majority of the total number of Directors. For purposes of establishing a quorum, a Director will be deemed present if such Director can communicate with all Directors participating in the meeting. Furthermore, the Director may participate in such meeting including voting at such meeting. In the absence of a quorum, a majority of the Directors in attendance may vote to adjourn the meeting to another place, date, or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Section 3.2. Any Director with a conflict of interest shall be counted for purposes of determining a quorum but must follow the Conflict of Interest Policy as discussed in Section 3.5.

#### 3.4 Procedures

Meetings of the Board shall be conducted in an orderly manner under the direction of the Chair. Conflicts in procedures shall be resolved in accordance with the current edition of *Robert's Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy, or state law.

### 3.5 Voting

Each Director shall have one (1) vote. A majority vote of the Directors present at a meeting where a quorum is established shall be deemed the action of the Board, except when the law or these Bylaws require otherwise. Proxies may not be used. In the case of a tie, the motion will fail. The Conflict of Interest Policy, as adopted by the Board, will apply to Directors when voting on issues in which a Director may have a financial interest even if such interest is only a perceived interest, as determined by the Board.

### 3.6 Electronic Meetings

Meetings may take place via any form of electronic medium, including video conferencing or teleconferencing. The Board may vote by voice, email, or other electronic medium during electronic meetings. However, the Chair or any two (2) Officers may call for a written electronic vote. For written electronic voting to represent an action of the Board, all of the following conditions must be met:

1. All Directors must receive notice and the resolution(s) to be voted upon a minimum of three (3) days prior to the closing of any voting;
2. The resolution(s) shall set forth the proposed action(s) and provide for a vote for or against each proposed action;
3. A majority of the total number of Directors must vote via some form of written communication;
4. The written votes must be received within the voting period established with the resolution which shall not be less than three (3) days' notice requirement set forth above;
5. Receipt of a written vote shall be acknowledged by an Officer or designee;
6. A vote(s) must be submitted by a Director and signed, electronically or otherwise, by such Director;
7. All votes shall be made public to the Board following the vote; and,
8. All results shall be memorialized in the minutes of the following meeting and maintained with the corporate records.

The Foundation shall implement reasonable measures to verify that each vote cast was from a Director.

### 3.7 Action Taken Without Notice of a Meeting

Any action required or permitted to be taken at any meeting of the Board, or of any committee thereof may be taken without a meeting if the total number of Directors of the Board or Committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the board or committee; and the filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

## **SECTION 4**

### **Officers of the Board**

#### 4.1 Officers

Officer positions shall be a President, Chair, a Vice-Chair, a Secretary, a Treasurer, and an Immediate Past Chair. An Officer shall be subject to all the duties and rights of any other Director. An officer of the Foundation, such as the Executive Director, shall not be an officer of the Board and, such separation of duties is provided for in Section 9.3.

#### 4.2 Term of Office

The President shall serve for a two (2) year term and may hold only one (1) two-year term. All other Officers shall serve for a one (1) year term or until the next succeeding election of Officers and such Office may not be held by the same Director for more than three (3) consecutive terms. Upon resignation, removal, or vacancy of an Officer, the respective successor shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining term limits.

#### 4.3 Nominations and Election

The President shall be elected by the Survivor Advisory Council. Other Officers shall be elected a minimum of annually in the Fourth Quarter of the Calendar Year in accordance with Sections 2.5 and 2.6.

#### 4.4 President

1. The President, or designee, shall have the following duties:

- a. Shall be a Survivor;
- b. Shall be an ex-officio non-voting member of all committees, except the Governance Committee;
- c. Shall submit a report a minimum of ten (10) days and a maximum of twenty-one (21) days prior to each meeting of the Board and the Survivor Advisory Council;
- d. Shall be responsible for the President's Message in the Foundation's Newsletters;
- e. Shall keep up to date on issues facing the law enforcement community concerning the Foundation;
- f. Shall convey to the successor all unfinished business of the organization and all Foundation property in their possession; and,
- g. Shall attend the National Suicide Survivors' Conference, Memorial and Candlelight Vigil.

2. Furthermore, the President, or designee, shall perform the following duties as determined by the Executive Director or Board of Directors:

- a. Shall preside at Foundation conferences and activities of the Foundation's Chapters;
- b. Shall be available to the press and in the public eye;
- c. Shall represent and promote the Foundation at talk shows, press conferences, seminars, rallies, meetings, etc.
- d. Shall be willing to write and present speeches and conduct seminars for the public, law enforcement, and survivors on behalf of the Foundation;
- e. Shall be available to travel;
- f. Shall attend social functions and network with attendees when representing the Foundation at a conference; and,
- g. Shall perform other duties on behalf of the Foundation as determined by the Executive Director.

#### 4.5 Chair

The Chair, or designee, shall have the following duties:

1. Act as the Principal Officer of the Foundation, subject to the control of the Board;
2. Have general supervision and direction of the business and Officers of the Foundation;
3. Set the meeting agendas or aid the Executive Director in setting meeting agendas and with correspondence for electronic ballot voting;

4. Preside at all meetings of the Board and Executive Committee unless determined otherwise by the Board;
5. Report, or cause to be reported, the operations of the Foundation's affairs at Board meetings;
6. Report or cause to be reported to the Board all such matters coming to his/her attention and relating to the interest of the Board;
7. Act as a non-voting, ex-officio member of each committee unless determined otherwise by the Board; and,
8. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

4.6 Vice-Chair

The Vice-Chair shall have the following duties:

1. In the absence or disability of the Chair, perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the Chair; and,
2. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

4.7 Secretary

The Secretary, or designee, shall have the following duties:

1. Give notice of all meetings of the Board as required by these Bylaws or by law;
2. Keep a book of minutes of all meetings of the Board with the time and place of holding, whether annual, regular or special, and, if special, how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings, the proceedings thereof and, verification of those present via electronic transmission;
3. Ensure minutes are approved by the Board and signed by the Chair and Secretary;
4. Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board;
5. Exhibit at all reasonable times, upon the request of a Director, these Bylaws, and the minutes of the proceedings of the Board;
6. Keep at the Principal Office all documents required for public inspection by the Internal Revenue Service;
7. Keep a record of the names of Directors and Officers with the addresses at which such individuals/entities are to receive notice; and,
8. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

The Office of the Secretary may be combined with the Office of the Treasurer.

4.8 Treasurer

The Treasurer, or designee, shall have the following duties:

1. Oversee, or cause to be kept and maintained correct accounts of the properties and business transactions of the Foundation in accordance with accrual or modified accrual methods of accounting;
2. Ensure the books of account are open to inspection by any Director at all reasonable times;
3. Provide a report of the Foundation's financial affairs at meetings of the Board and/or when requested by a Director;
4. Ensure appropriate oversight and implementation of the financial policies and procedures; and,
5. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

The Office of the Treasurer may be combined with the Office of the Secretary.

4.9 Immediate Past Chair

The Immediate Past Chair shall serve as an advisor to the Chair immediately following his/her term as Chair. If the Immediate Past Chair is unavailable, the Board may select a prior Past Chair to serve as the Immediate Past Chair. Such service shall not count toward term limitations provided in Section 2.7.

4.10 Removal and Resignation

An Officer may be removed from office at any time, with or without cause, by a vote of the Board at any regular or specially called meeting of the Board. Should the President selected by the Survivor Advisory Council be removed, the Survivor Advisory Council will be requested to fill the Office of the President in a timely manner. Directors will be removed in accordance with Section 2.8.

Any Officer may resign at any time by giving written or verifiable electronic notice to the Chair or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.11 Vacancies

A vacancy in the office of the Chair shall be filled by the Vice-Chair. In the event of a vacancy in any office other than that of the Chair, such vacancy may be filled temporarily by appointment by the Chair. A vacancy in an office other than that of the Chair shall be filled by an election whereby the Governance Committee shall nominate candidates and the Board shall vote to fill such vacancies. Vacancies occurring in offices appointed at the discretion of the Board may or may not be filled as the Board shall determine.

4.12 Delegation of Duties

In case of the absence or disability of any Officer of the Foundation or for any other reason that the Board may deem sufficient, the Board may by a vote, delegate the powers or duties of such Officer to any other Officer, Director, or Member with such power of delegation valid for the remainder of the term or until the next election.

## SECTION 5

### Survivor Advisory Council

5.1 Survivor Advisory Council Membership

The Survivor Advisory Council shall consist of six (6) Regional Representatives who shall reside within their designated region and the Immediate Past President making a total of seven (7) representatives collectively known as Regional Representatives. If the Immediate President is unavailable, the Board may select a prior Past President to serve as the Immediate Past President. The Regional Representatives shall serve in an advisory capacity to the Board and to the Executive Director. The purpose of the Survivor Advisory Council shall be as follows:

1. Elect a minimum of one (1) but not more than one-third (1/3<sup>rd</sup>) of the total number of Directors as ex-officio survivors with voting rights in accordance with Section 2.6;
2. Elect the President of the Foundation;
3. Provide information, educate, and make recommendations to the Executive Director concerning the following:
  - a. Represent the voice of Survivors;

- b. Survivor Weekend Retreats;
- c. Trainings;
- d. National Suicide Survivors Conference, Memorial, and Candlelight Vigil; and,
- e. Other matters pertaining to the services of Survivors and Law Enforcement Agencies.

5.2 Regional Representatives Term of Office and Term Limits

A Regional Representative shall be elected by survivors through respective Chapters; however, until such time as a Chapter is established, the individual survivors that reside within such region shall elect their respective Regional Representative. The Regional Representative shall serve a term for a period of two (2) years and may not serve for more than two (2) consecutive terms.

Terms of Directors selected by the Survivor Advisory Council shall be in accordance with Section 2.7.

5.3 Voting Rights and Authority

Voting rights at Survivor Advisory Council Meetings shall be limited to the Regional Representatives. Each Regional Representative who participates in the Survivor Advisory Council meetings shall have one (1) vote.

However, the Survivor Advisory Council shall not have the authority to act on behalf of the Board in any capacity. Chapters, Corporate Members, Individual Members and Survivors, other than those acting as Directors, shall not have voting rights at meetings of the Board.

5.4 Meetings

There shall be a minimum of four (4) meetings of the Survivor Advisory Council each Calendar Year. Meetings will be called by the Chair of the Survivor Advisory Council or by any five (5) Chapters. In addition, the Executive Director may call a meeting of the Survivor Advisory Council. The Survivor Advisory Council may not meet without the presence of either the Executive Director, the President, the Chair of the Survivor Advisory Council, or a designee of either the Executive Director, President or Chair of the Survivor Advisory Council. Meetings may be held in any manner as determined by the Executive Director, or in the absence of the Executive Director, the Chair of the Board. Minutes shall be taken and provided to the Executive Director.

Meetings of the Survivor Advisory Council may also be held electronically in accordance with the requirement of Section 3.6 where the Regional Representatives will vote instead of the Directors.

5.5 Quorum

A quorum of the Survivor Advisory Council shall be the Representatives present. All business brought before the Survivor Advisory Council will be conducted by a quorum. However, a majority of the total number of Survivor Advisory Council Representatives are required to remove a Director selected by the Survivor Advisory Council.

5.6 Notice of Meetings

The Survivor Advisory Council shall provide a minimum of three (3) days' notice to the Regional Representatives for meetings. However, emergency meetings may be called by the President or Executive Director with twenty-four (24) hour notice. If a Representative does not receive notice of a meeting, but the Representative attends the meeting, the Representative shall be deemed to

have received notice of the meeting. Notice of such meetings may be given verbally or via electronic transmission.

5.7 Chair and Other Positions

The Regional Representatives will select a Chair of the Survivor Advisory Council and other positions as needed.

5.8 Resignation, Removal, or Vacancy

The Survivor Advisory Council may remove a Regional Representee, the President, the Immediate Past President, or any Survivor with or without cause from the Survivor Advisory Council and any activities of the Survivor Advisory Council. Upon resignation, removal, or vacancy of a Regional Representee, the President, or the Immediate Past President the respective successor shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining term limits set forth in Section 5.3.

5.9 Procedures

Survivor Advisory Council meetings shall be conducted in an orderly fashion. The Survivor Advisory Council will attempt to find a consensus decision among the Representatives of the Survivor Advisory Council who are present. However, lacking a consensus, appropriate decisions within the Survivor Advisory Council's scope of authority, will be made by the vote of a simple majority of the Representatives present and voting.

5.10 Directors as Members

Any reference to Members or Membership in the Missouri State Statutes shall mean the voting Directors of the Board of Directors of the Foundation and not the Chapters, Regional Representatives, Corporate Members, or individuals other than the Directors elected pursuant to these Bylaws.

## **SECTION 6**

### **Executive Committee**

6.1 Creation

The Executive Committee shall be a standing committee of the Board unless determined otherwise by the Board. If dissolved, the Board may re-establish the Executive Committee as needed.

6.2 Purpose

The Executive Committee shall have the full authority to act on behalf of the Board between meetings of the Board unless determined otherwise by the Board. The Board may vote to empower the Executive Committee to exercise the powers of the Board or may withdraw such authority at any time.

6.3 Duties and Limitations

The Board may vote to empower the Executive Committee to exercise the powers of the Board or may withdraw such authority at any time.

1. The Executive Committee shall have the following duties:

a) Act on behalf of the Board between meetings of the Board;

- b) Provide guidance to the Executive Director between meetings of the Board as determined by the Board and subject to the limitations set forth below; and,
  - c) When requested by the Board through a written resolution, act within the authority provided in the written resolution of the Board.
2. Should the Executive Committee have the authority to act on behalf of the Board, the Executive Committee shall not have the authority to act on the following:
- a) Amend or repeal the Bylaws;
  - b) Amend or repeal the Articles of Incorporation;
  - c) Effectuate a Dissolution, a Merger, or a sale of corporation's assets;
  - d) Create or amend any of the policies approved by the Board, including Committee Charters set forth in the *Governance Manual* of the Foundation; or
  - e) Terminate the employment of the Executive Director.

6.4 Composition

The Executive Committee shall be composed of the elected officers as set forth in Section 4.1 of these Bylaws and other Directors as determined by the Board. Only Directors may sit on the Executive Committee.

6.5 Election, Resignation, and Removal

Election, resignation, and removal of an Officer of the Foundation are set forth in Section 4.10 of these Bylaws. Any additional Directors added to the Executive Committee may be removed in the same manner as an Officer of the Foundation.

6.6 Authority and Voting Rights

The Executive Committee shall have the authority to act on behalf of the Board between meetings of the Board until determined otherwise by the Board. Each member of the Executive Committee shall have one vote. Routine business shall be transacted by a majority vote of the Directors at any meeting where a quorum is present unless determined otherwise in the Bylaws. Proxies may not be used. While the Executive Committee has the authority to act on behalf of the Board, all of the following shall apply:

- 1. A quorum of the Committee shall be a majority of the Directors sitting on the Committee;
- 2. The Committee shall keep contemporaneous minutes of such committee meetings and file such minutes with the corporate records;
- 3. Report all actions to the Board; and,
- 4. Report such authority on the Form 990 tax return.

6.7 Meetings and Procedures

The Executive Committee will meet as needed or as determined by the Chair, the Executive Director, or any three (3) Officers. If the Executive Committee has the authority to act on behalf of the Board the Executive Committee shall be subject to the meeting requirements set forth in Section 3 of these Bylaws with the exception of the Notice requirements set forth in Section 3.2.

6.8 Quorum and Voting

A quorum of the Executive Committee shall be a majority of the Directors sitting on the Executive Committee and at least one (1) of which must be the Chair or Vice-Chair.

## **SECTION 7**

## **Governance Committee**

### **7.1 Governance Committee**

The Governance Committee shall be a standing committee of the Foundation. The purpose of the Governance Committee is to aid the Board in the continual development of the Board. A Director, as determined by the Board, shall serve as the Chairperson of the Governance Committee and members of the Governance Committee will be selected by the Board. The Committee shall follow the Conflict of Interest Policy set forth in the Governance Policies. The Committee shall include a minimum of three (3) individuals with a minimum of one (1) individuals being a member of the Board. Directors who are seeking election or re-election shall not serve on the Board Governance Committee unless requested to do so by the Board. The Governance Committee shall not have the power to act on behalf of the Board.

### **7.2 Duties**

The duties of the Committee are as follows:

1. Research candidates for Officers and Directors prior to placement on a slate for submission to the Board;
2. Provide a slate of candidates for Officers and Directors to the Board at least ten (10) days prior to the election;
3. Each slate may include multiple names for each position;
4. Rotate the Board terms to allow for approximately one-third (1/3) of the board to be slated for election each year with flexibility to allow for rotating terms;
5. Review and recommend changes to the Board concerning amendments to the Certificate of Incorporation and Bylaws;
6. Develop and provide orientation and training for all Directors that addresses a Director's responsibilities; the Foundation's purpose, history, methods of operation, and the Foundation's activities; and, information concerning day-to-day operations;
7. Propose, as appropriate, changes in board structure and operation;
8. Provide ongoing counsel to the President and other Officers on enhancing board effectiveness;
9. Ensure the Conflict of Interest Policy set forth in the *Governance Manual* is enforced;
10. Manage conflicts between Directors;
11. Recommend removal of Officers and Directors; and,
12. Have such other duties as determined by the Board.

### **7.3 Authority and Voting Rights**

The Governance Committee does not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board. Should the Board delegate any of its powers to the Governance Committee, only the Director(s) who sit on the Governance Committee may vote. In addition, the Governance Committee shall keep contemporaneous minutes of such committee meetings, file such minutes with the corporate records, report all actions to the Board, and report such authority on Form 990. The Board may also adopt rules and regulations pertaining to the conduct of meetings of the Governance Committee to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

The Governance Committee shall not have the authority to act on the following:

1. Amend or repeal the Bylaws;
2. Amend or repeal the Articles of Incorporation;
3. Effectuate a Dissolution, a Merger, or a sale of corporation's assets;

4. Create or amend any of the policies approved by the Board, including Committee Charters set forth in the Governance Manual of the Foundation; or
5. Terminate the employment of the Executive Director.

7.4 Quorum

A quorum of the Governance Committee shall consist of a majority of Director(s) sitting on the Governance Committee.

## SECTION 8

### Other Committees of the Board

8.1 Creation

The Board shall have the power to create, revoke, or modify any committee or task force deemed necessary with the exception of the following standing committees: (1) Governance Committee, (2) Survivor Advisory Council, and (3) Finance Committee. Committee Charters may be found in the *Governance Manual* of the Foundation.

8.2 Composition

A Director as determined by the Board shall serve as the Chair of each Committee and members of each Committee will be approved by the Board. Each Committee shall include a minimum of three (3) members with a minimum of two (2) members being members of the Board. Therefore, non-Board members may serve as Committee Members at the approval of the Chair and Vice-Chair or other Officer if the Vice-Chair is acting on behalf of the Chair. Furthermore, the Chair and President may sit on each Committee as non-voting, ex-officio members unless determined otherwise by the Board. However, the Chair and President may not be counted for purposes of determining a quorum of any such Committee, with the exception of the Executive Committee.

8.3 Reporting of Committee Actions and Authority

All Committees shall report to the Board as the Board may require. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Should the Board delegate any of its powers to a committee:

1. Only the Directors who sit on such committee may vote;
2. A quorum of the Committee shall be a majority of the Directors sitting on the Committee;
3. The Committee shall keep contemporaneous minutes of such committee meetings and file such minutes with the corporate records;
4. Report all actions to the Board; and,
5. Report such authority on the tax return Form 990.

8.4 Notice of Committee Meetings

Committees shall provide a minimum of twenty-four (24) hours' notice to the committee members. If a committee member does not receive notice of a committee meeting but attends the committee meeting, they shall be deemed to have received notice of the committee meeting unless the purpose of attending the meeting is to dispute having the meeting due to inadequate notice. Notice of such committee meetings may be given verbally or via electronic transmission. Committees with Board-delegated powers shall provide notice of committee meetings in accordance with Section 3.2 of these Bylaws.

## SECTION 9

### **Executive Director**

#### 9.1 Employment

The Board will determine the employment of the Executive Director. The Board will establish a committee to perform annual evaluations and establish the qualifications, description of duties, and general scope of authority related to said position. In addition, the Board will ensure the date and terms of compensation arrangements of the Executive Director are recorded in writing and maintained with the information on which the Board based its decision.

#### 9.2 Duties

The Executive Director shall manage the day-to-day operations and business of the Foundation. The Executive Director shall perform management duties pursuant to a job description, including but not limited to the hiring/firing of staff and performance evaluations of staff. The Board may change the job description to increase or decrease the responsibilities of the Executive Director. The Executive Director will select a mental health liaison who attends Board meetings as an ex-officio Director but has no voting rights. The functions of the Executive Director shall not supersede the duties of the Board as set forth in Section 2.3.

#### 9.3 Separation of Duties

The Officers of the Board are set for in Section 4. The Executive Director or other employees shall not hold an Officer Positions on the Board of Directors of the Foundation. The Executive Directors shall attend meetings of the Board. However, should be Board go into an executive session during any meeting to discuss any issue which may impact the Executive Director or discuss performance, salary, or other matter concerning the Executive Director, the Executive Director shall leave the Executive Session and shall not have the right to re-enter unless requested or until other matters are discussed.

## SECTION 10

### **Group Exemption and Chapters**

#### 10.1 Group Exemption Status

The Foundation anticipates filing for a Group Exemption within in two years of receiving tax-exempt status. Once the Foundation has received a Group Exemption, the remainder of this Section 10 will go into effect.

#### 10.2 Group Exemption Defined

The Foundation's Group Exemption Number is \_\_\_\_\_. Only Chapters approved by the Foundation may participate in the Group Exemption of the Foundation. The Foundation as the Central Organization will notify the Internal Revenue Service of each Chapter to be added to the Group Exemption as a Subordinate Organization.

#### 10.3 Conditions of Chapters

The Foundation will provide each Chapter with a Chapter Agreement which will include the Group Exemption requirements set forth in this Section 7 and the terms of being a Chapter.

#### 10.4 Proprietary Items

The Foundation controls the use of the name, acronym, and logo of the Foundation and that the use of the logo and name shall be in accordance with the Foundation policy. All items listed below are proprietary to the Foundation;

1. Logo
2. Name
3. Mission and Vision statement
4. Website
5. Social Media
6. Email Addresses
7. Start-up materials and publications
8. Assistance with initial programs and presentations
9. Chapter Manual that includes a description of the purposes and activities allowed by the Chapter and such will be memorialized in the Bylaws template provided to the Chapter.

10.5 Revocation of Chapters

Any Chapter which does not conform to these Bylaws or to the policies and procedures adopted by the Board will be removed from the Group Exemption and the IRS will be notified of such removal. In addition, the Survivor Advisory Council may request a Chapter be removed or suspended by a vote of the Board. Any such action by the Board will be final. Such Chapter shall cease all use of the Foundation's Proprietary Items set forth in Section 8.3.

10.6 Purpose

The Foundation shall provide each Chapter with a description of the purpose and activities allowed by a Chapter. Any Chapter operating outside of the purpose and activities allowed by the Foundation will be removed from the Group Exemption.

10.7 Organizing Documents

The Foundation shall provide each Chapter with templates for an organizing document filed with the respective state and bylaws in which to govern the Chapter. A Chapter may **not** modify or amend such templates without the express written consent of the Board.

10.8 Organizing Documents

Each Chapter shall acquire a Federal Employee Identification Number and shall prepare a tax return (Form 990) for its respective Chapter. Should the Chapter request the Foundation to prepare such tax returns, the Chapter will provide financial information and other information as requested by the Foundation. The Foundation may decline to aid in the filing of any tax return or other filing required by any state in which the Chapter is operating.

10.9 Reports

Due to IRS requirements, each Chapter will provide a report annually to the Foundation which includes past or planned changes in activities which are not within the scope of the Foundation's purpose as set forth in Section 1.2; change in name; change in location; and, any variation from Bylaws or organizing document filed with the respective state. Any legal or threatened legal action will be immediately reported and in no case more than five (5) days shall pass before such action is reported to the Foundation. In addition, each Chapter will provide a general financial report including the nature of expenditures and sources and amounts of receipts; and, minutes from any meeting showing the election or removal of a Director. The Foundation may request additional information as needed.

## **SECTION 11**

### **Location**

11.1 Principal Office

The Foundation shall locate its Principal Office in Camdenton, Missouri. The Foundation may change said Principal Office from one location to another, notifying the Internal Revenue Service and the Missouri Secretary of State of such change.

11.2 Registered Office

The Registered Office of the Foundation shall be maintained in the state of Missouri and may be, but need not be, identical with the Principal Office. A change of the Registered Office shall be filed with the Missouri Secretary of State.

## **SECTION 12**

### **Members**

12.1 Membership

The Foundation is not a membership organization. The “Directors” of the Board of Directors shall be the only members of the Foundation for legal or other statutory requirements.

12.2 Survivor Members

The Foundation shall have Survivor Members of each Chapter and may have an additional category of Survivor Members of the Foundation. Survivor Members shall not have voting rights or other benefits, or privileges granted to the Directors acting in their capacity as Members of the Foundation in these Bylaws or in the Articles of Incorporation.

12.3 Supporting Members

The Board may establish criteria for supporting members of the organization to allow individuals and entities to support the Foundation in a variety of ways. Supporting members shall not have voting rights or other benefits or privileges granted to the Directors acting in their capacity as Members of the Foundation in these Bylaws or in the Articles of Incorporation.

12.4 Honorary Past Board Members

The Foundation may have Honorary Past Board Members consisting of Past Board Members with extended service to the Foundation. Honorary Past Board Members shall be selected, and/or removed with or without cause, by a majority vote of a quorum of the Board. Such Honorary Past Board Members shall not have voting rights, be considered as Directors of the Foundation, be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in these Bylaws.

## **SECTION 13**

### **Amendments and Construction**

13.1 Amendments to Bylaws

These Bylaws may be amended, altered, changed, or repealed by the affirmative vote of a majority of the total number of the Directors, not just a majority of a quorum, at any meeting of the Board where a quorum is present if notice of the proposed amendment, alteration, change, or repeal was given at least five (5) days prior to the meeting at which the amendment is acted upon. In addition, such proposed amendment, alteration, change, or repeal may be further amended as determined by the Board. Sections 1.1 through 1.4 of these Bylaws may be amended only upon amendment of the Articles of Incorporation.

### 13.2 Construction and Terms

1. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Code shall be to such sections of the Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.
2. Should there be any conflict between the provisions of these Bylaws and any internal policies and procedures, the provisions of these Bylaws shall govern. However, internal policies and procedures approved by the Board may allow for additional or more stringent requirements to be placed on the Directors, Officers, Members, and/or committee members.
3. Should there be any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Foundation, the provision of the Articles of Incorporation shall govern.

## **SECTION 14**

### **Indemnification**

The Foundation may, to the fullest extent permitted by the General and Business Corporation Laws of Missouri indemnify any indemnitee against expenses, including attorneys' fees, amounts paid in settlement, and, for proceedings other than a proceeding by or in the right of the Foundation, judgments and fines, actually and reasonably incurred by the indemnitee in connection with:

1. Any proceeding, other than a proceeding by or in the right of the Foundation, if the indemnitee:
  - a. acted in good faith and in a manner the indemnitee reasonably believed to be in or not opposed to the best interests of the Foundation; and
  - b. had no reasonable cause to believe the indemnitee's conduct was unlawful, with respect to any criminal proceeding.
2. The defense or settlement of any proceeding by or in the right of the Foundation, if the indemnitee:
  - a. acted in good faith and in a manner the indemnitee reasonably believed to be in or not opposed to the best interests of the Foundation; and
  - b. was not adjudged to be liable for negligence or misconduct in the performance of the indemnitee's duty to the Foundation (unless and only to the extent that the court determines that the indemnitee is entitled to indemnity for expenses).

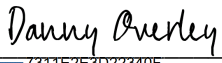
The Foundation may advance expenses incurred by an indemnitee in defending a proceeding in advance of the final disposition of the proceeding, upon the delivery of an undertaking, by or on behalf of the indemnitee, to repay all amounts advanced if it is ultimately determined that the indemnitee is not entitled to indemnification as authorized by the General and Business Corporation Laws of Missouri.

## **SECTION 15**

### **CERTIFICATION**

**THESE BYLAWS OF SURVIVORS OF BLUE SUICIDE FOUNDATION, INC. ARE ADOPTED**  
**10/21/20, 2020.**

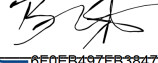
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