

ON A DRAGONFLY'S WINGS

MISSION STATEMENT

To provide emotional support by sharing experiences for survivors of suicide loss and individuals with lived experience with suicide while engaging in community prevention through mental health education and public policy advocacy to support a healthier future.

BYLAWS

ARTICLE I – ORGANIZATION

Section 1. Name

This Organization is incorporated under the laws of the State of Michigan and shall be known as On a Dragonfly's Wings and shall sometimes be referred to in these Bylaws as the "Organization".

Section 2. Purpose

On a Dragonfly's Wings is organized to provide emotional support by sharing experiences for survivors of suicide loss and individuals with lived experience with suicide while engaging in community prevention through mental health education and public policy advocacy to support a healthier future. The efforts of the Organization shall include but shall not be limited to: 1) create awareness and educate the public on mental illness, mental health, and suicide ideation; 2) host and/or partner with like-minded organizations to promote mental health well-being; and 3) advocate for public policy changes within the State of Michigan.

Section 3. Limitations of Methods

The Organization shall be non-profit, non-partisan and non-sectarian.

ARTICLE II – BOARD OF DIRECTORS

Section 1. Composition and Election of the Board: Term of Office

The Board of Directors shall be composed of a minimum of 6 members who shall each serve a three-year term, except persons serving as officers who will serve through the officer's rotation.(Article V – Officers: Section 1.) The terms of office shall be structured to provide that 1/3 of the directors shall be elected annually excluding those Officers on extended terms.

Section 2. Nominating Committee for Seats on the Board of Directors

At the commencement of each calendar year, the President shall appoint two Board Members to serve as a nominating committee. At least 45 days prior to the January meeting of the Board of

Directors if scheduled, the nominating committee shall place in nomination at least one candidate for each expiring position on the Board. Such nominations shall take into consideration whether each respective Board Member with an expiring term seeks to be nominated for an additional term. The nominating committee shall also consider appointing a mental health professional, a social worker and an employee or agent of a local school district.

Section 3. Seating of Directors

All newly elected members of the Board of Directors shall be seated at the first regularly scheduled Board meeting following the election.

Section 4. Removal of Directors

A member of the Board of Directors may be removed for cause. Cause for removal shall include the following: Unexcused absence from more than three consecutive regular meetings of the Board; unexcused absence from more than four regularly scheduled Board meetings in any one-year period; wrong doing which a majority of the Board determines to be a sufficient basis for removal.

A Director shall be entitled to a notice and the opportunity to be heard prior to being removed as a Director.

Section 5. Interim Board Vacancies

If vacancies on the Board of Directors occur as a result of resignation for removal with the result that the total number of Directors is less than 6 in number, the nominating committee shall recommend one or more candidates for each vacancy. At the next regular meeting, the Board shall vote to appoint a director to serve out the remaining term.

Section 6. Meetings

The Board of Directors shall meet at least once each month on the dates, and at the times and places determined by the Board.

A special meeting of the Board may be called at any time by the president. In addition, a special meeting may be called by any three members of the Board of Directors by the filing of a written and signed petition with the President, Treasurer or Secretary. The petition shall set forth the purpose of the meeting. Upon the call of the President, or upon petition of the members of the Board, at least two days notice to the members of the Board shall be given by the President by e-mail, mail or hand delivery, stating the time, place and date of the meeting, and the purpose of the meeting.

Section 7. Action by Unanimous Written Consent

If and when the Board of Directors shall unanimously consent in writing to any action to be taken, such action shall be as valid as though it had been authorized at a meeting of the Board of Directors, and shall be considered for all purposes to be valid action of the Board of Directors. The execution of such a consent in writing by directors shall constitute a waiver of any notice requirement for a meeting. Such written consent may be given by personal delivery, mail or by fax.

Section 8. Quorum

A simple majority of the total number of Directors in office i.e. a simple majority of the total number of Board seats then filled shall constitute a quorum.

Section 9. Voting

Board actions, unless otherwise stipulated within these Bylaws, shall require a vote of one more than 50% of the quorum in attendance at the board meeting. The President is not obligated to vote, with the exception that the President shall vote to break a tie.

Section 10. Duties and Powers

The Board of Directors is vested with the policy-making duty and responsibility for all property of the Organization and for the oversight and control of all Organization affairs.

Section 11. Special Meetings Via E-mail.

While meeting via e-mail is not recommended and should only be used in circumstances where timing is an issue and items cannot be postponed until a regular board meeting, a special meeting may be called by use of e-mail upon request by three (3) Board. An e-mail shall be sent to all Board Members with the Agenda. A quorum consisting of all Board Members is considered present at a special meeting under this section. The time to vote shall be left open for a period of 24 hours, after which time if a final decision on a vote has not been met, then a new vote shall be taken. Minutes shall be taken by the Secretary and approved at the subsequent regular meeting. All other provisions of the bylaws shall apply.

Section 12. Limitation of Liability of Officers and Volunteer Officers

A director or volunteer officer shall have no liability to the Organization, its shareholders or members for any action taken or any failure to take any action except liability for any of the following:

(a) The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled.

- (b) Intentional infliction of harm on the Organization, its shareholders, or members.
- (c) An intentional or criminal act.

ARTICLE III – OFFICERS

Section 1. Selection and Election of Officers

The Officers of the Board shall consist of, in ascending order: Secretary, Treasurer, and President. Each officer shall be designated to serve a one-year term.

Section 2. Nomination for Officers

At the meeting of the Board of Directors immediately preceding the annual election of Directors, the board shall confirm the rotation of officers to the next succeeding office. The office of Secretary shall be filled based on nominations from the floor and majority vote of the Board. The term of the new officers shall begin immediately. If for any reason an officer is not able to assume the succeeding office, the rotation of officers will move forward to fill the vacancy. The openings created at the beginning of the rotation if more than one, shall be filled in the same manner as the filling of the office of secretary.

Section 3. President

The President shall serve as the Chief Executive Officer of the Organization and shall preside at all meetings of the general membership and Board of Directors. The President shall have all of the general powers and duties which are usually vested in the office of the President of an Organization, including, but not limited to, the power to appoint committees from among the members of the Organization from time to time consistent with these Bylaws and to assist in the conduct of the affairs of the Organization.

Section 4. Treasurer

The Treasurer shall be the Chief Financial Officer of The Organization and in such capacity, shall safeguard and oversee all Organization funds. In addition, the Treasurer shall perform the following functions .

- (a) Work with the Executive Committee in the timely preparation of an annual budget.
- (b) Work with committee chairpersons relative to appropriate record keeping of funds.
- (c) Keep current reports with regard to the description, location and amount of bank accounts and other investments of the Organization.
- (d) Prepare monthly statements of income and expense.

- (e) Perform the duties of President whenever the President shall be absent or unable to act.

Section 6. Secretary

The Secretary shall be the record keeper of the Organization and in such capacity perform the following duties:

- (a) Review minutes prior to meetings.
- (b) Maintain an accurate record of the Organization's Bylaws, and parliamentary authority and bring these to each meeting.
- (c) Attend to all official correspondence.
- (d) File all papers and documents related to the business of the Organization.
- (e) Maintain accurate record of attendance at meetings.

ARTICLE IV – EXECUTIVE COMMITTEE

Section 1. Composition of Executive Committee

The Executive Committee shall be comprised of the President, Treasurer, and Secretary.

Section 2. Duties

The Executive Committee shall perform the following duties:

- (a) With the assistance of the Treasurer, the Executive Committee shall gather budget information from each committee and present a budget to the Board of Directors for approval at the first meeting of the Board of Directors in January of each year.
- (b) Monitor the function and performance of Organization employees and contractors.
- (c) Approval of all bills to be paid on behalf of the Organization.
- (d) Approve all over-budget items requested by the committees of staff when time does not permit deferring such action for a meeting of the full Board. All such approvals shall be acted upon at the next meeting of the Board of Directors.
- (e) Review and make recommendations for updating the Organization policy manual.
- (f) Perform interviews and make decisions on employment and termination of employees, subject to confirmation by the Board of Directors.

ARTICLE V – BUDGET

Section 1. Budget

The Organization’s fiscal year shall be January 1 to December 31. No later than the regular annual meeting of the Board of Directors, a budget of income and expenses for the new fiscal year shall be submitted by the Executive Committee to the Board of Directors for approval. Final budget approval by the Board of Directors shall be necessary to affect a fiscal year operating budget.

Following adoption, such budget shall constitute the authorization for fiscal year spending, and the Executive Committee authorization for fiscal year spending, and the Executive Committee, program chairpersons and staff shall ensure that spending occurs within approved budget levels. Expenditures in excess of budget authorizations shall be permitted only by approval of the Board of Directors (or by the Executive Committee as set forth above).

Section 2. Financial Reports

The method of accounting for the Organization shall be on an accrual basis for all monthly reports, and for the year-end report.

The monthly report consisting of a statement of income and expense shall be prepared by the Treasurer for review at each regularly scheduled monthly meeting of the Board of Directors.

The year-end report, to be prepared by the Treasurer, shall include the monthly reports with income as well as other income still owing and expected to be received as accounts receivable, and outstanding obligations as accounts payable.

Section 3. Bank Accounts

Except as otherwise provided in these Bylaws, all funds paid to the Organization shall be deposited in one account to be known as the “receiving account”, which shall include a specification of all sources of monies received. From such account, disbursements shall be made as authorized by the Board of Directors, with a specification being kept with regard to the used and disposition of all monies disbursed from the receiving account.

The Organization’s account shall be maintained at an institution approved by the Board of Directors, and the specification of sources, disbursements and uses of funds shall be kept by or under the direction of the Treasurer.

Section 4. Interest Bearing Instruments

The Board of Directors shall have the authority to transfer excess Organization funds to interest bearing investment instruments, and any motion or resolution in such regard shall specifically identify and authorize investment in such instrument.

The Treasurer shall carry out the directives of the Board of Directors in making such investments.

Section 5. Loans

Contracts involving the borrowing of funds for any purpose shall require a two-thirds majority vote of the Board of Directors.

ARTICLE VI – COMMITTEES

Section 1. Appointment with Authority

The President, with the approval of the Board of Directors, shall appoint all standing committees, ad hoc committees and their respective chairpersons, as determined to be necessary to carry out the programs and objectives of the Organization.

Committee appointees shall serve for the period of time specified in the appointment, but shall in no event serve for a period extending longer than the term of the President making the appointment, unless expressly authorized by the Board of Directors.

Section 2. Duties of Committees

It shall be the duty of all committees to carry out the authority and responsibility delegated to them by the Board or by the President, as the case may be.

Section 3. Limitation of Authority

No action by any member, committee, employee, director, officer of staff member shall be binding upon, or constitute an expression of, the policy of the Organization unless and until such action has been approved or ratified by the Board of Directors.

Ad hoc committees shall be discharged by the President with approval of the Board of Directors when the purpose for their creation has been completed and their report has been accepted, or, when it is otherwise the opinion of the Board of Directors that it would be appropriate to discontinue a committee.

Standing committees created by the Board of Directors shall continue in effect until dissolved by the Board of Directors. In the creation of a standing committee, the Board shall clearly set forth the purpose and number of members of such committee, and specify the reason such committee is anticipated to remain in effect for the foreseeable future.

Section 4. Committee Chairpersons

Committee chairpersons shall report monthly to the Board of Directors on all committee activities. Committee chairperson shall be responsible to provide the Organization Treasurer with

appropriate financial record keeping of income and expenditures for utilization by the Treasurer and Executive Committee in making reports and establishing the annual budget.

ARTICLE VII – DISSOLUTION

Section 1. Use of Organization Funds

The Organization shall use its funds only to accomplish the purposes and objectives as specified in these Bylaws, and no funds shall be expended for the purpose of directly benefiting any one or more members of the Organization.

Section 2. Allocation of Funds Upon Dissolution

Upon dissolution of the Organization, any funds remaining in the Organization account shall be distributed to one or more organized and qualified charitable, educational, scientific or philanthropic group, organized and recognized as such under the Internal Revenue code, as selected by the Board of Directors.

ARTICLE VIII – PARLIAMENTARY PROCEDURE

Section 1. Adoption of Rules

The current edition of Roberts Rules of Order shall be the final source of authority in all question of parliamentary procedure when such rules are consistent with the Bylaws of the Organization.

Section 2. Exceptions

Roberts Rules of Order shall govern in all cases unless and until there is a vote on a specified item to suspend the rules.

ARTICLE IX – AMENDMENTS

Section 1. Amendment Procedure

These Bylaws may be amended or altered by vote of a two-thirds majority of the total number of Board of Directors in office, regardless of attendance at a meeting. As a precondition to conducting such a vote, the proposed verbiage of an amendment must have been included in the notice of the meeting at which the vote is taken.

ARTICLE X – EXEMPT ACTIVITIES

Section 1. Prohibited Actions

Regardless of any provision of these Bylaws, no member, director, officer, employee, contractor or other representative of the Organization shall take any action or carry on any activity by or on behalf of the Organization which is not permitted to be taken or carried on by an Organization exempt under section 501(c)(3) of the Internal Revenue Code, and accompanying regulation, as such code and regulations currently read or as they may be amended in the future.

Adopted: April 28, 2022