

**BYLAWS OF
DBSA METRO DETROIT
A MICHIGAN NONPROFIT CORPORATION**

DBSA Metro Detroit Mission Statement

To provide support, hope & education to individuals with bipolar and unipolar disorders, their families and friends in Metro Detroit.

ARTICLE I

Name

The name of this Corporation shall be the Depression Bipolar Support Alliance (DBSA) Metro Detroit.

ARTICLE II

Members

Section 1: The membership of this Corporation shall be comprised of any and all persons who have expressed an interest in the purpose of the Corporation as stated in the Articles of Incorporation.

Section 2: Membership fees of the Corporation are based on the type of membership selected. The annual membership period will commence with the same month that membership is received by the Corporation. Members will receive the newsletter “Life in Balance” for the duration of their membership.

Section 3: Voting at the Annual Meeting is limited to those who are in the data base of DBSA Metro Detroit members thirty (30) days prior to the meeting.

ARTICLE III

Board of Directors

Section 1: The Board of Directors of the Corporation shall be the President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Immediate Past President and up to fourteen (14) additional Directors.

Section 2: To become eligible to be voted in as a Director on the Board of Directors an individual must be a member of DBSA Metro Detroit as evidenced by the DBSA Metro Detroit data base and that individual must attend three Board Meetings in a period of six (6) months prior to a vote.

Section 3: The Board of Directors shall have exclusive control and management of business, property and all affairs of the Corporation in all matters relating to its interests and advancements; appoint delegates to any association to which the Corporation may be entitled to representation; be the general business agents of the Corporation, make all purchases and sales, negotiate all contracts, audit all bills against the Corporation, approve all purchases in excess of one hundred (\$100.00) and receive the annual report of the Treasurer. It shall keep full and accurate minutes of their proceedings and shall carry out all lawful instructions passed by the members. It shall fix the hour and place of meetings, make recommendations to the Corporation and shall perform such other duties as specified by the Bylaws or in the interest of the Corporation.

Section 4: Unless otherwise ordered by the Board, regular meetings of the Board shall be held monthly. Special Meetings of the Board may be called by the President upon the written request of three (3) Board members. One-third of the Board shall constitute a quorum for the transaction of business at any meetings of the Board.

Section 5: Any member of the Board of Directors who shall absent him/herself from three (3) consecutive monthly meetings of the Board shall be deemed to have resigned as a member of said Board and cease to be a member thereof, unless he/she shall have obtained permission from the Board to do so, or shall present at the following monthly meeting an excuse for his/her absence satisfactory to a majority of the Board present.

Section 6: The Board of Directors may fill any vacancies among the Officers or Directors, other than the President, by a vote of a majority of those present at any regular meeting of said Board. A person so appointed shall hold office until the next Annual Meeting of the Corporation.

Section 7: If the office of President becomes vacant the First Vice President shall assume that office and a new Second Vice President shall be appointed.

Section 8: Any member of the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal requires a two-thirds majority of the entire Board. If a member of the Board cannot be present, his/her vote may be sent by mail or email.

Section 9: DBSA Metro Detroit Board members, whether group leaders or not, are required to pay the membership fee yearly. Financial Hardship memberships are available. Board members who are already paying the membership fee should continue their membership using their current expiration date.

ARTICLE IV

Board Officers

Section 1: PRESIDENT.

The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, the President shall be in charge of the business and affairs of the Corporation; see that the resolutions and directives of the Board of Directors are carried out, except those instances in which that responsibility is assigned to some other person by the Board of Directors; appoint appropriate committees to install/remove support group leaders and co-leaders. He/She shall discharge all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors and shall preside at all meetings of the members and of the Board of Directors. He/She shall represent the DBSA Metro Detroit Corporation at other functions.

Section 2: FIRST VICE PRESIDENT.

The First Vice President succeeds the President in case of a vacancy in that office or in the event of his/her inability or refusal to act. It shall be the duty of the First Vice President to perform the duties of the President in his/her absence. The First Vice President when thus acting shall have the powers of and be subject to all restrictions placed on the President. The First Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

Section 3: SECOND VICE PRESIDENT.

The Second Vice President succeeds the First Vice President in case of a vacancy in that office or in the event of his/her inability or refusal to act. The Second Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

Section 4: RECORDING SECRETARY.

The Recording Secretary shall record the minutes of the meetings of the members and the Board of Directors in one or more books provided for the purpose; see that all notices are duly given in accordance with the provision of these Bylaws; be custodian of the Corporation records; keep a register of the post office address and other contact information of each director, group facilitator, and co-facilitator which shall be furnished

to the Secretary by such member; and perform all duties incident to the office of the Recording Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 5: CORRESPONDING SECRETARY.

The Corresponding Secretary shall handle all correspondence and other related duties not assigned by the Bylaws and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 6: TREASURER.

The Treasurer shall be the principal accounting and financial officer of the Corporation. He/She shall have charge and be responsible for the maintenance of adequate books of account for the Corporation; have charge and custody of all funds and securities of the Corporation and be responsible for the receipt and disbursement thereof; and perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. All checks require two officers' signatures.

ARTICLE V

Election of Directors and Officers

Section 1: A member of the Corporation who is not a Board member shall compile a ballot of eligible candidates and preside over the election. In order to be an eligible candidate the member must have attended three (3) Board Meetings in a period of six (6) months prior to the election.

Section 2: The election of Directors will be held at the Annual Meeting in September. The Directors shall be elected by a majority vote of the data base members who are in attendance at the Annual Meeting. The Directors shall serve for a term of one (1) year, and their term of office shall begin at the close of the Annual Meeting at which they are elected. At the time of the October Board Meeting, following the September Annual Meeting, the Directors shall elect the Officers of the Corporation.

ARTICLE VI

Meetings

Section 1: The General Meetings of the Corporation shall be held during the last week of each month of the year unless otherwise ordered by the Corporation or by the Board of Directors.

Section 2: The General Meeting in September shall be known as the Annual Meeting and shall be for the purpose of electing Directors, receiving reports of officers and committees and for any other business that may arise.

Section 3: Special Meetings. Upon notice, a Special Meeting of the Board members may be called by the President, at such time and place and for the transaction of such business as may be designated in the notice of the meeting. Any request for a Special Meeting must state the purpose or purposes of the proposed meeting. A Special Meeting will be called by the President upon the written request of not less than three (3) members entitled to vote at a meeting.

ARTICLE VII

Committees

Section 1: For the better execution of the powers and duties of the Board of Directors, the President shall appoint from the membership, subject to the approval of the Board of Directors, such committees as the occasion may require and as the Board may deem necessary to fulfill its Mission.

Section 2: A Committee shall consist of at least one (1) Board member and may involve non-board members to be determined by the Chairperson of each Committee. The Chairperson of each Committee shall be a Board member. Each Committee is dedicated to a specific task of the Corporation. Committees are to exist to perform Board business which is necessary to fulfill the Mission of the Corporation, but due to time constraints, is unable to be performed during regular meetings of said Board. Committees work to investigate and explore options and make recommendations to the Board in an advisory capacity to said Board as a whole. Committees are not sanctioned to independently make changes or decisions pertaining to the Corporation as a whole without discussion and approval at a regular Board Meeting or at a Special Meeting of the Board.

Section 3: Committees are to have regularly scheduled meetings determined by its members. Guests are allowed to attend regular Committee meetings after receiving permission to do so, or by invitation of the Chairperson of said Committee.

Section 4: Committee Chairpersons, or their designees, are to report the activities, findings and recommendations of each Committee meeting to the full Board for discussion and approval by said Board, if approval is necessary after discussion has taken place at each regularly scheduled meeting of said Board. If approval is necessary by the Board of Directors, whenever in its judgment the best interests of the Corporation would be served thereby, a two-thirds majority of the entire Board is needed to approve said Committee recommendations.

Section 5: The President of the Corporation has *ex officio* status on all Committees.

Section 6: The Executive Committee shall consist of the President, First Vice President, Second Vice President, Treasurer, Recording Secretary, Corresponding Secretary and Immediate Past President.

Section 7: The Executive Committee shall function to make decisions on behalf of the Board of Directors in between Board Meetings. Such decisions will include issues requiring immediate action that can not wait until the Board convenes as a whole.

Section 8: Any actions taken by the Executive Committee will be brought up / explained at the next Board meeting.

Section 9: Standing Committees are Committees that exist year round. The goals and duties of each Standing Committee are to be determined by the Board of Directors. Standing Committee reports are to be given by the Chairperson of each Committee, or their designee, at each regularly scheduled meeting of said Board. There shall be seven (7) Standing Committees:

Executive
Membership
Newsletter
Group Development
Fourth Monday Mixer
Outreach
Legislative

Section 10: Ad hoc Committees may be formed with the approval of the President of the Corporation to study and find solutions to a particular challenge or need the Corporation is facing. Ad hoc Committees shall consist of at least one (1) Board member and may involve non-board members to be determined by the Chairperson. The Chairperson of each Ad hoc

Committee shall be a Board member. Ad hoc Committees exist for a limited period of time. When an Ad hoc Committee has reached a resolution and presented such to the Board of Directors, said Ad hoc Committee ceases to exist. The Board may accept and approve the recommendation(s) of an Ad hoc Committee by a vote of a two-thirds majority of the entire Board of Directors.

ARTICLE VIII

Amendment of Bylaws

These Bylaws may be amended at any regular meeting of the Corporation by a two-thirds vote of the membership present at the meeting, provided the amendment has been submitted in writing at a previous meeting.

ARTICLE IX

Indemnification of Board Members

Section 1: Proceedings Against Board Members. The Corporation shall have power to indemnify any Board member who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation).

The indemnification shall be against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred in connection with such action, suit, or proceeding. The Corporation shall have the power to indemnify the Board member only if he/she acted (or refrained from acting) in good faith and in a manner he/she reasonably believed to be in and not opposed to the best interests of the Corporation or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful.

Section 2: Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Board member against any liability asserted against that person and incurred by that person in any such capacity or arising out of that person's status as such, whether or not the Corporation would have power to indemnify that person against liability pursuant to the Michigan Nonprofit Corporation Act.

ARTICLE X

General Provisions

Section 1: 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.

Section 2: Fiscal year. The fiscal year of the Corporation shall be October 1 – September 30.

Article XI

Support Group Attendance

Attendance at DBSA Metro Detroit Support Group Activities is a privilege not a right. Threatening or demeaning behavior may result in temporary or permanent removal from all DBSA Metro Detroit activities. Such decisions shall be at the sole discretion of the group facilitator as supported by the Board of Directors.

Adopted by the Board of Directors, (March 3, 2003)

Amended by the Board of Directors, (March 7, 2005)

Amended by the Board of Directors, (June 2, 2008)

Amended by the Board of Directors, (September 2, 2008)

Amended by the Board of Directors, (February 2, 2009)

Amended by the Board of Directors, (November 1, 2010)