

NEBRASKA STATE SUICIDE PREVENTION COALITION BYLAWS

Pursuant to the Nebraska Nonprofit Corporation Act and the Articles of Incorporation, the undersigned Directors do hereby adopt the Bylaws of the Nebraska State Suicide Prevention Coalition.

Article I. OFFICES

The principal office of the corporation in the State of Nebraska shall be located in the City of Lincoln, Nebraska.

Article II. Organization and Scope

The name of this corporation shall be the Nebraska State Suicide Prevention Coalition, henceforth referred to as the NSSPC, the Coalition, or the Corporation. As a statewide organization, the NSSPC is a cooperative and representative group of organizations, businesses, healthcare providers, state employees, regional behavioral health authority staff, agency representatives, advocacy groups, survivors, interested individuals, faith-based, and community-based organizations committed to suicide prevention in Nebraska.

Article III. Purpose

The NSSPC is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

The purpose of the NSSPC is to support suicide prevention, intervention, and postvention. The NSSPC is dedicated to the healing of communities, schools, families, and individuals after affected by suicide and to supporting the National Zero Suicide effort. These purposes will be achieved by setting short and long-term goals with action plans consistent with reducing the stigma of suicide. The NSSPC will support local coalitions focused on suicide prevention/postvention and the current Nebraska State Suicide Prevention Plan.

Article IV. Directors

Section 1. Number and Qualifications. The affairs of the corporation shall be conducted and managed by a Board of Directors. The number of directors shall reflect the needs of the corporation and the availability of those willing to serve in such a capacity. The Directors need not be residents of the State of Nebraska. Although the number and qualifications of the director may be changed from time to time amendment of these Bylaws, no change shall affect the incumbent directors during the terms for which they were elected.

Section 2. Election and Tenure. At each annual meeting, the directors shall elect directors who shall hold office until the next succeeding annual meeting and until their successors have been elected and qualified unless their service is earlier terminated because of death, resignation or removal.

Section 3. Vacancies. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or a special meeting of Directors called expressly for that purpose. Vacancies caused by any other cause may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4. Removal. At a meeting of the Directors called expressly for that purpose, Directors may be removed in the manner hereinafter provided. Any director may be removed, with or without cause, by a vote of the holders of a majority of the remaining Directors then entitled to vote at an election of Directors.

Section 5. Quorum. A majority of the number of Directors fixed by the Bylaws shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. The act of majority of the Directors present at a meeting at which quorum is present shall be the act of the Board of Directors. If less than a quorum is present at any meeting, the majority of those present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 6. Annual Meeting. The annual meeting of the Board of Directors shall be held without notice other than this Bylaw in the month of January.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President or a majority of the Board of Directors, and shall be held at the principal office of the corporation or at such other place, either within or without the State of Nebraska, and at such date and time, as the notice may state.

Section 8. Notice. Notice of special meetings shall be mailed to each director at his or her last known address at least two (2) weeks prior to the date of holding said meetings. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting.

Section 9. Action Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or of any committee, 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, or all of the members of the committee, as the case may be. Such consent

shall have the same effect as a unanimous vote. The consent may be executed by the Directors in counterparts.

Section 10. Voting. At all meetings of the Board of Directors, each director shall have one vote.

Section 11. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 12. Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors. Directors shall not receive any salary or other compensation for services as a Director, provided, however, that such nonpayment shall not preclude any director from serving the corporation in any other capacity and receiving compensation for such service.

Section 13. Telephonic Meetings. Members of the Board of Directors or any committee appointed by the Board of Directors may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute in person at a meeting.

Article V Committees

Section 1. Committees. The Corporation shall have an Executive Committee.

The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, appoint one or more other committees, as the Board deems necessary to carry out the purposes of the Corporation. Each committee shall consist of one or more of the Directors of the corporation, which committees shall, to the extent permitted by law, have and may exercise such powers of the Board of Directors in the management of the business and affairs of the corporation as shall be delegated to them.

Section 2. Executive Committee.

The Executive Committee shall consist of a President, Vice President, President-Elect, Secretary, Treasurer, and Outreach Coordinator (or appointed state DHHS representative). The Executive Committee may exercise such powers of the Board of Directors in the management of the business and affairs of the corporation as shall be delegated to it.

Section 3. Executive Committee Duties

The duties of the Executive Committee shall include the following:

- a) Monitor the overall policy and direction of the NSSPC;
- b) Take necessary action to develop and manage the budget and determine the need for an independent audit;
- c) Convene regular meetings of the NSSPC; and,
- d) Ensure that the activities of the NSSPC are in alignment with the goals and the implementation of the Nebraska State Suicide Prevention Plan.

The committee shall also ensure that such procedures, investments, records of charitable gifts and expenditure of funds by the Corporation will not jeopardize the Corporation's status and any of its tax exemptions as a public benefit corporation organized exclusively for charitable, educational, religious or scientific purposes within The meaning of Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

Section 4. Meeting Frequency

The Executive Committee shall meet at the annual meeting of the Board of Directors and as needed to handle necessary business with minutes recorded. A simple majority of the Members of the Executive Council shall constitute a quorum for the transaction of business.

Article VI. Officers

Section 1. Number and Qualifications. The officers of the Corporation shall be a President, Vice President, President-elect, Secretary, Treasurer, Outreach Coordinator (or appointed state DHHS representative), and such other officers and agents as may be deemed necessary by the Board of Directors. Officers of the Corporation must also serve on the Board of Directors.

Section 2. Election and Terms of Office.

The terms of the Officers will begin upon conclusion of elections at the annual meeting in January. The Officers shall be elected by the Board of Directors. The President will serve a two year term, and the Vice President will serve a two year term. The President -elect term shall be for two years. This position will progress without election to the position of the President. The Treasurer and Secretary will be appointed for a two-year term.

Each officer shall hold office for the term of his or her office or serve until his or her successor shall have been duly elected and shall have become qualified, unless his or her service is terminated sooner because of death, resignation or otherwise.

Section 3. Voting.

Each Officer shall be entitled to one vote on each matter submitted to a vote of the Executive Committee.

Section 4. Compensation

The Officers of the Corporation shall receive no compensation.

Section 5. Vacancies.

Vacancies occurring in any office by reason of death, resignation or otherwise may be filled by the Board of Directors at any meeting.

Section 6. Resignation, Termination, and Absences

- a) Resignations from an Officer must be in writing and received by the Secretary. Such resigning officer shall continue to serve until his or her successor shall have been duly elected and shall have become qualified.
- b) An Officer may be removed for reasons relating to ethical misconduct or excessive absences by a three-fourths vote of the remaining Executive Committee.

Section 7. Nominations

Officer nominations shall be a standing meeting agenda item prior to the election of officers. Nominations shall be accepted from the floor at the meeting prior to elections. The Board of Directors shall vote upon the nominations. New officers will begin their term the meeting immediately following the election.

The annual nomination meeting will be held in each November. Special nomination meetings will be held as necessary to fill mid-term vacancies.

Section 8. Duties of Officers.

The duties of the President shall include the following:

- a) Convene regularly scheduled NSSPC meetings and preside, or arrange for other members of the Executive Committee to preside, at each meeting;
- b) Ensure meetings are started and ended on time;
- c) Call for corrections to the previous meeting minutes. If there are no corrections, the President shall call for a vote to accept and adopt the minutes. In the case of corrections, if there are minimal corrections, the President will call for a vote to accept and adopt the minutes to include the corrections. In the case of many conflicts in the minutes, the minutes will be tabled until the next meeting and the Secretary will update the minutes for corrections and revisions, and vote moved to the next meeting;
- d) Serve as the official spokesperson(s) for the Coalition; and,
- e) Carry out other duties as deemed appropriate by the Executive Committee such as working with groups promoting suicide prevention and/or suicide postvention activities.

The duties of the Vice President shall include the following:

- a) Carry out the duties of President if the President is unable to fulfill his or her duties.

The duties of the Secretary shall include the following:

- a) Record the minutes of the monthly NSSPC meetings and make them available to the Executive Committee and NSSPC members in a timely manner;
- b) Record the minutes of any Executive Committee meeting;
- c) Create the agenda for the monthly meeting with the assistance from the President and Outreach Coordinator; and email the agenda prior to the meeting;
- d) Establish and keep the formal organizational records of the Coalition, including bylaws, meetings, minutes, activities, elections and policies;
- e) Assign another member in his/her absence and ensure that the minutes are taken at each meeting;
- f) Carry out other duties as delegated by the President; and,
- g) Arrange for any technology and room assignment/location in advance of the meeting.

The duties of the Outreach Coordinator (or appointed state DHHS representative) shall include the following:

- a) Work with Secretary to schedule NSSPC and Executive Committee meetings;
- b) Work with the Executive Committee and NSSPC members to develop the goals and priorities of the NSSPC with measureable outcomes and a strategic plan to meet the goals;
- c) Monitor and manage the process of the activities;
- d) Report the progress of NSSPC activities at the regular monthly meetings;
- e) Carry out other duties as delegated by the President; and,
- f) Serves as the NSSPC liaison as requested by President or Executive Committee.

The duties of the Treasurer shall include the following:

- a) Prepare an annual budget in consultation with the Executive Committee and monitor spending;
- b) Supervise all assets and disbursement of funds;
- c) Provide written reports each meeting; and,
- d) Carry out other duties as delegated by the President.

Article VII. NSSPC Membership – Roles & Duties of Members

Section 1. Membership of the NSSPC shall include any interested person, such as representatives of public and private agencies and organizations, individual stakeholders, survivors, advocates, and non-profit organizations interested in suicide prevention, intervention, aftercare, and related issues.

Section 2. Membership in the NSSPC shall be established by interested persons by contacting the Secretary and requesting to participate in the NSSPC email list.

Article VIII. Meetings & Voting

Section 1. The Secretary will provide notifications of meetings, minutes, and email reminders.

The annual meeting for the election of officers and the receipt of yearly officer reports, including year-end financial reports and the proposed budget, will be in January. At the conclusion of the election, the then serving President-Elect will assume the office of President for the calendar year.

Section 2. Notice of each meeting shall be given to each member by email.

Section 3. Special meetings of the NSSPC may be called by the Board of Directors. Special meetings of a committee may be called by the Chairperson of that committee.

Section 4. The voting members of the NSSCP shall be the Officers elected by the Board of Directors. All other members of the NSSPC shall be non-voting members.

Section 5. All meetings of the NSSPC shall be open to the public.

Section 6. Rules adopted at the beginning of each meeting shall govern the conduct of business in all cases.

Article IX. Committees

Section 1. Bylaws Committee. The Bylaws Committee shall be designated by the Board of Directors. The duty of the Bylaws Committee shall be to maintain the NSSPC rules of membership, conduct, and activity. These bylaws will be reviewed on annual basis by the Executive Committee.

Article X Amendments

Section 1. Bylaws may be amended when necessary by two-third majority vote of the Board of Directors. Proposed amendments must be submitted in writing to the Bylaws Committee. Those amendments shall be presented to the Executive Committee and considered within 60 days of receipt. The amendment will be offered for review by NSSPC members at the following regular meeting of the NSSPC and may be amended by a simple majority vote of NSSPC members.

ARTICLE XI. BANK ACCOUNT

The funds of the Corporation shall be deposited in such banks, trust funds or

depositories as the Foundation Board of Directors may designate and shall be withdrawn upon the signature of the President and/or upon the signatures of such other person or persons as the Directors may by resolution authorize.

ARTICLE XII. WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the Corporation under the provisions of the Articles of Incorporation, these Bylaws or the Nebraska Nonprofit Corporation Act, 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 equivalent to the giving of such notice.

ARTICLE XIII. INDEMNITY OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 1. Mandatory Indemnification. To the extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral or investigative, other than an action by or in the right of the Corporation, by reason of the fact that she is or was a Director, officer, employee or agent of the Corporation against expenses, including attorneys fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith, and in a manner she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, she had no reasonable cause to believe her conduct was unlawful.

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding by or in the right of the Corporation to procure a judgement in its favor by reason of the fact that she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of an employee benefit plan, against expenses, including attorney fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if she acted in good faith and in a manner she reasonably believed to be in or not opposed to the best interests of the Corporation.

Section 2. Insurance.

To the extent permitted by law, the Corporation may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee or agent of the Corporation, against liability asserted against or incurred by him or her in that capacity or arising from her status as a Director, officer, employee or agent, whether or not the Corporation would have the power to indemnify or advance expenses to him or her against the same liability under applicable law.

Section 3. Indemnity Not Exclusive.

Indemnity provided above shall not be deemed to be exclusive of any other rights to which those indemnified may otherwise be entitled nor shall the provisions hereof be deemed to prohibit the Corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the Bylaws.

ARTICLE XIV. PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, officer, employee, member of a committee or person connected with the Corporation, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, this provision shall not prevent the payment to any such person such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Foundation Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

ARTICLE XV. GOVERNING PROVISIONS AND AMENDMENTS

Section 1. Governing Provisions. Except to the extent restricted or limited in these Bylaws or in the Articles of Incorporation of this Corporation, all provisions of the Nebraska Nonprofit Corporation Act shall govern the business and affairs of the Corporation.

Section 2. Gifts. The Foundation Board of Directors and any officer may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes of the Corporation.

CERTIFICATION

The undersigned Secretary of the Nebraska State Suicide Prevention Coalition hereby certifies that the foregoing BYLAWS of the Nebraska State Suicide Prevention Coalition were adopted by the Board of Directors on _____, 2017.

Secretary

