

BYLAWS

The Florida Suicide Prevention Coalition

The Florida Suicide Prevention Coalition, a corporation not-for-profit organized and existing under the laws of the State of Florida (the "**Corporation**") in accordance with the requirements of Chapter 617, Florida Statutes, hereby states and the Bylaws shall read effective immediately, as follows:

ARTICLE I. MEMBERS

Section 1. Membership Qualifications. Any person may join by paying the applicable membership dues. Each membership is for a period of one year, commencing from the date that payment is received by the Corporation. The minimum individual membership fee will be \$25 per year, corporations \$100, students \$15 and other special case memberships may be authorized by the Board Chair and Regional directors.

Section 2. Membership Quorum and Voting. A majority of the members present and entitled to vote, represented in person or by proxy, constitutes a quorum at a meeting of members. If a quorum is present, the affirmative vote of a majority of the

members entitled to vote on the matter is the act of the membership unless otherwise provided by law. A member may vote either in person or by proxy executed in writing by the member or his duly authorized attorney-in-fact.

ARTICLE II. DIRECTORS

Section 1. Function. The business of this corporation shall be managed and its corporate powers exercised by the board of directors.

Section 2. Number. The corporation shall have fifteen directors plus the elected officers. The number of directors may be increased or diminished from time to time by an amendment to these bylaws, which shall be in written form and approved by a majority of the members of the board of directors of the corporation at any regular or special meeting, but no decrease shall have the effect of shortening the term of any incumbent director, unless the board of directors removes the director.

Section 3. Regional Committees. The board by majority vote is authorized to establish one or more local committees in geographical regions of the state, corresponding to the Florida Department of Children & Families regions as modified from time to time. Each such committee shall elect its Chair and such person shall automatically be a Director of the Florida Suicide Prevention Coalition Board. Each such committee shall be chartered by the Board as the local representative organization for the coalition, responsible to the statewide board for policy direction and all financial accounts of such committees shall be administered by the state board's treasurer.

Section 4. Qualification. Each member of the board of directors must be an adult and must be a member in good standing.

Section 5. Election and Term. The persons named in the articles of incorporation as members of the initial board of directors shall hold office until the first annual meeting of the board of directors and until their successors have been elected and qualified or until their earlier resignation, removal from office, or death. At the first annual meeting of the board of directors and at each annual meeting thereafter the board of directors shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the term for which he or she is elected and until his or her successor is elected and qualifies or until his or her earlier resignation, removal from office, or death.

Section 6. Compensation. The board of directors has authority to provide for expense reimbursement of the directors, as directors and as officers.

Section 7. Duties of Directors. A director shall perform his or her duties as a director, including his or her duties as a member of any committee of the board upon which he or she serves, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation.

Section 8. 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 is presumed to have assented to the action unless he or she votes against it or expressly abstains from voting on it.

Section 9. Vacancies. Any vacancy occurring in the board of directors, including any vacancy created because of an increase in the number of directors, other than at the time of the annual meeting, may be filled by the affirmative vote of a majority of the remaining directors, even if the number of remaining directors does not constitute a quorum of the board of directors. A director elected to fill a vacancy shall hold office only for the remaining term of the vacating director.

Section 10. Removal of Directors. At a meeting of the board of directors called for that purpose, the board of directors, by a vote of two thirds of those present, may remove any director, or the entire board of directors, with cause, and fill any vacancy or vacancies created by the removal.

Section 11. Quorum and Voting. A majority of the board of directors constitutes a quorum for the transaction of business. The act of the majority of the directors at a meeting at which a quorum is present is the act of the board of directors.

Section 12. Place of Meetings. Regular and special meetings by the board of directors may be held within or outside the State of Florida.

Section 13. Annual Meetings. An annual meeting of the board of directors shall be held during the month of October each year on the date and at the time and place that the board of directors determines. If any annual meeting is not held, by oversight or otherwise, a special meeting shall be held as soon as practical, and any business transacted or election held at that meeting shall be as valid as if transacted or held at the annual meeting.

Section 14. Regular Meetings. A regular meeting of the board of directors shall be held without notice, other than this bylaw, by resolution containing the time and place for the holding of regular meetings without notice other than the resolution.

Section 15. Special Meetings. Special meetings of the board of directors may be called by or at the request of the chair or any five directors.

Section 16. Notice of Meetings. Written notice of the time and place of special meetings of the board of directors shall be given to each director by either personal delivery or by first class United States mail, telegram, or other form of electronic communication at least two days before the meeting. Notice of a meeting of the board of directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting constitutes a waiver of notice of the meeting and all objections to the time and place of the meeting, or the manner in which it has been called or convened, except when the director states, at the beginning of the meeting, any objection to the transaction of 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 directors need be specified in the notice or waiver of notice of the meeting.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place. Notice of any adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

Section 17. Consents and Telephone Meetings. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors consent to the adoption of a resolution authorizing the action. Such consent will have the same effect as a unanimous vote. Additionally, any one or more Directors may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 18. Official Records. All official records of the Council, including minutes and resolutions duly adopted, shall be maintained in the office of the chair of the Corporation or such location as designated by the Board of Directors.

ARTICLE III. OFFICERS

Section 1. Officers. The officers of the corporation must be members of the Board of Directors and shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer, and may include one or more additional vice chairs, one or more assistant secretaries, and one or more assistant treasurers. An officer or regional director may be re-elected to the same office. The officers shall be elected initially by the board of directors at the organization meeting of board of directors and thereafter at the annual meeting of the board of directors in each year. The board of directors from time to time may elect or appoint other officers, assistant officers, and agents, who shall have the authority and perform the duties prescribed by the board. All officers shall hold office until their successors have been appointed and have qualified or until their earlier

resignation, removal from office, or death. One person may hold any two or more offices. The failure to elect a Chair, Vice Chair, Secretary, or Treasurer shall not affect the existence of the corporation.

Section 2. Chair. The chair, subject to the directions of the board of directors, is responsible for the general affairs of the corporation and shall preside at all meetings of the board of directors.

Section 3. Vice Chair. Each vice chair has the power to sign bonds, deeds, and contracts for the corporation and shall have the other powers and perform the other duties prescribed by the board of directors. Unless the board otherwise provides, if the chair is absent or unable to act, the vice chair who has served in that capacity for the longest time and who is present and able to act shall perform all the duties and may exercise any of the powers of the Chair.

Section 4. Secretary. The secretary shall have the power to sign contracts and other instruments for the corporation and shall (a) keep the minutes of the proceedings of the board of directors in one or more books provided for that purpose, (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, (c) maintain the corporate seal, attest the signatures of officers who execute documents on behalf of the corporation, and assure that the seal is affixed to all documents of which execution on behalf of the corporation under its seal is duly authorized, (d) in general perform all duties incident to the office of secretary and other duties as from time to time may be prescribed by the president or the board of directors.

Section 5. Treasurer. The treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the corporation, (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit monies in the name of the corporation in the banks, trust companies, or other depositories as shall be selected by the board of directors, and (c) in general perform all the duties incident to the office of treasurer and other duties as from time to time may be assigned to him by the president or the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in the sum and with the surety or sureties that the board of directors determines.

Section 6. Removal of Officers. The board of directors may fill a vacancy, however occurring, in any office. Failure to attend 50% of the meetings, held in any twelve month period, without the consent of the Board is reason for dismissal.

ARTICLE IV. COMMITTEES

Section 1. Appointment. The Chair is empowered to appoint such standing, temporary, or ad hoc committees as are deemed necessary for the successful execution of the programs of the Corporation. All committee activities must be reported at a regular Board meeting for adoption unless the committee is appointed by majority Board vote with the requisite powers to carry out the Committee's functions on its own.

ARTICLE V. CORPORATE POWERS AND DUTIES

SECTION 1. Receive Funds. The Board of Directors shall have the power to receive, or in their discretion to reject, gifts, contributions, grants, appropriations, etc., of money and property to be devoted to scientific, educational, and charitable purposes, or to the establishment of scholarships, of foundations for research, or for other like purposes as may be designated by the donor thereof or as may be agreed upon between said donor and Board of Directors.

SECTION 2. Hold Properties. The Board of Directors shall have power on behalf of the Foundation to hold and to invest and reinvest any monies coming into its hands and to hold any property coming into its hands, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purposes of earning income, which income less operating expenses of the Coalition shall be used to further the scientific, educational and charitable purposes of the Coalition, or for such specific purpose in accord with the Coalition's aims and objectives as may have been specified by the donor or as may have been agreed upon between the donor and said Board in connection with the making and receipt of such gifts, contributions, grants, appropriations, etc., and property.

SECTION 3. Approval. No property of the Coalition shall be sold or otherwise converted, and no money or funds of the Coalition shall be invested, except by the Chair of the Coalition and by such other officers or agents of the Coalition as have been duly authorized from time to time to do so by the Board of Directors of the Coalition.

SECTION 4. Real Estate. The Coalition shall have the power on behalf of the Coalition to accept gifts of real estate and to hold, own and exercise all incidents of ownership over real estate given or contributed to it, including the right to maintain and improve the same.

SECTION 5. Funding. The Board shall have the power and authority to borrow money and to pledge, mortgage, or otherwise encumber the Coalition's assets as may be within the discretion of the Board of Directors.

SECTION 6. Disbursements. All or any part of the principal of any fund, gift, grant, or donation shall be used for the purpose of investment or reinvestment for the additional purpose of earning income. Such principal and income, after operating expense is deducted, is to be used as directed by the donor, grantor, or benefactor, for continuing the objects of the Coalition, as set out in the Articles of Incorporation, and in accordance with this Article. Also, any such expenditures, whether for operating expense, donations, gifts, scholarships, grants, for scientific, educational, and charitable purposes may be disbursed from either income earned or principal as designated by the Board of Directors who are to authorize the officers to make such disbursements.

ARTICLE VI. INDEMNIFICATION

Any person, his heirs, or personal representative, made, or threatened to be made, a party to any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative, because he, is or was a director, officer, employee, or agent of this corporation or serves or served any other corporation

or other enterprise in any capacity at the request of this corporation, shall be indemnified by this corporation, and this corporation may advance his related expenses to the full extent permitted by law. In discharging his duty, any director, officer, employee, or agent, when acting in good faith, may rely upon information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by (1) one or more officers or employees of the corporation whom the director, officer, employee, or agent reasonably believes to be reliable and competent in the matters presented, (2) counsel, public accountants, or other persons as to matters that the director, officer, employee, or agent believes to be within that person's professional or expert competence, or (3) in the case of a director, a committee of the board of directors upon which he does not serve, duly designated according to law, as to matters within its designated authority, if the director reasonably believes that the committee is competent. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which the person, his heirs, or personal representatives may be entitled. The corporation may, upon the affirmative vote of a majority of its board of directors, purchase insurance for the purpose of indemnifying these persons. The insurance may be for the benefit of all directors, officers, or employees.

ARTICLE VII. MEMBERSHIP CERTIFICATES

Section 1. Issuance. Every member in this corporation is entitled to have a certificate of membership.

Section 2. Form. Certificates evidencing membership in this corporation shall be signed by the president or a vice president and the secretary or an assistant secretary and may be sealed with the seal of this corporation or a facsimile of the seal.

ARTICLE VIII. SEAL

The corporate seal shall have the name of the corporation, the fact that it is a non-profit corporation, and the word "seal" inscribed on it, and may be a facsimile, engraved, printed, or an impression seal.

ARTICLE IX. AMENDMENT

These bylaws may be repealed or amended, and additional bylaws may be adopted, by a vote of a majority of the members voting. In order to be effective, any amendment approved hereby must be in writing and attached to these Bylaws.

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