

BYLAWS OF
DBSA WEST-SUBURBAN CHICAGO
2008

ARTICLE I

NAME

The name of the corporation shall be DBSA West-Suburban Chicago.

ARTICLE II

PURPOSES

Section 1. Not For Profit. The corporation is organized under and shall operate as an Illinois not-for-profit organization, and shall have such powers as are now or as may hereafter be granted by the Illinois General Not for Profit Corporation Act of 1986, as amended.

Section 2. Purpose. The purpose of the corporation is to improve the lives of people living with mood disorders in the Chicago Suburban area.

Section 3. Rules. The following rules shall conclusively bind the corporation and all persons acting for or in behalf of it:

- a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future

United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

- b. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and as the board of directors shall determine.

ARTICLE III

REGISTERED OFFICE AND AGENT

The corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois and such other registered agents as the board of directors may from time to time determine.

ARTICLE IV

MEMBERS

Section I. Membership. The corporation may have one or more classes of members as the board of directors may from time to time determine, with the qualifications for membership also determined by the board of directors.

- a) Individual Memberships with an annual fee determined by the board of directors.
- b) Family Memberships with up to four (4) voting members per family for a fee determined by the board of directors.

- c) Associate Professional Memberships, complimentary to Professionals, determined by the board of directors.
- d) Honorary Memberships for those whom membership fees would be a hardship.

Section 2. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Resignation. Any member may resign by making a written request to the board of directors.

Section 4. Termination of Membership. The members by an affirmative vote of the board of directors may expel a member for cause after notice and an appropriate hearing.

ARTICLE V

MEETINGS OF MEMBERS

Section 1. Member Meeting. A biennial meeting of the members shall be held at such time and place as the board of directors may determine for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the president or by the board of directors.

Section 3. Place of Meeting. The board of directors may designate any place, either within or without the State of Illinois, as the place of meeting for any biennial meeting or for any special meeting called by the board of directors.

Section 4. Notice of Meetings. Unless otherwise required by statute, written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, by mail, or by email, to each member entitled to vote at such meeting, not less than five nor more than sixty days before the date of such meeting, by or at the direction of the president, or the secretary, or the persons calling the meeting. In the case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a member shall be deemed delivered when deposited in the United States mail addressed to the

member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Any member may waive notice of the meeting.

Section 5. Quorum and Manner of Acting. The members present shall constitute a quorum. The affirmative vote of the majority of the members represented at the meeting and entitled to vote on a matter shall be the act of the members.

Section 6. Proxies. At any meeting of the members, a member entitled to vote may vote, either in person or by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact and delivered prior to the meeting. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy. Votes by proxy not received by the date of the meeting will not be counted.

ARTICLE VI

OFFICERS and BOARD of DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its board of directors.

Section 2. Officers. The number of directors shall be four (4) in number. These officers of the corporation shall be a president, a vice president, a secretary, and a treasurer. Such officers shall constitute the board of directors and shall be referred to as either Directors or Officers herein. The board of directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed from time to time by the board of directors. No two offices may be held by the same person. Officers need not be residents of Illinois.

Section 3. Election and Term of Office. The officers (board of directors) shall be elected by the members for a biennial term. The officers shall be elected at a biennial meeting of the members at such time and place as the board of directors may determine and shall serve until their successors have been duly elected and have qualified. Officers may succeed themselves. Vacancies may be filled or new offices created and filled at any meeting of the board of directors.

Section 4. Removal. Any officer may be removed by a vote of the board of directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 5. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 6. President. The president shall be the principal executive officer of the corporation and shall in general supervise the affairs of the corporation. He or she shall preside at all meetings of the board of directors. He or she may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 7. Vice President. In the absence of the president or in the event of or her inability or refusal to act. The vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon The president. The vice president shall perform such other duties as from time to time be assigned to him or her by the president of by the board of directors.

Section 8. Secretary. The secretary shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose: see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of secretary and such other duties from time to time may be assigned to him or her by the president of the board of directors.

Section 9. Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts of monies due and payable to the corporation from any sources whatsoever. and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all the duties

incidental to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

Section 10. Regular Meetings. A regular monthly meeting of the board of directors shall be held the second Monday of the month or at such other time and at such place as may be designated by resolution of the board of directors without other notice than this bylaw and such resolution. The board of directors may provide by resolution the time and place, either within or without the State of Illinois or the holding of additional regular meetings of the Board without other notice than such resolution.

Section 11. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them.

Section 12. Notice. Notice of any special meeting of the board of directors shall be given at least three days previously thereto by written notice delivered personally or sent by mail or email to each director. If notice be given by mail or email, such notice shall be deemed to be delivered upon confirmation of the receipt of the transmission.

Section 13. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 14. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, except where otherwise provided by law or by these bylaws.

Section 15. Informal Action by Directors. Any action required to be taken at a meeting of the board of directors of an action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing or email setting forth the action so taken, shall be signed in agreement by all of the directors entitled to vote with respect to the subject matter thereof.

Section 16. Attendance by Communications Equipment. Members of the board directors or of any committee may participate in and act at any meeting of

such board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

ARTICLE VII

COMMITTEES

Section 1. Committees. Committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be directors of the corporation and the president of the corporation shall appoint the members thereof. Any members thereof may be removed by the Board whenever in its judgment the best interests of the corporation shall be served by such removal.

Section 2. Term of Office. Each member of a committee shall continue as such until the next biennial meeting of the members of the corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 3. Chairperson. One member of each committee shall be appointed chairperson by the president of the corporation.

Section 4. Vacancies. Vacancies in the membership of a committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, the committee Chairperson or a majority of the whole committee shall constitute a quorum and the act of the Chairperson or majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own governance not inconsistent with the Illinois General Not For Profit Corporation Act of 1986, as amended, the Articles of Incorporation, these bylaws or rules duly adopted by the board of directors.

ARTICLE VIII

CONTRACTS, CHECKS AND DEPOSITS

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officers, agent or agents or the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or the president of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

ARTICLE IX

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 and committees having any of the authority of the board of directors.

ARTICLE X

FISCAL YEAR

The fiscal year of the corporation shall be January 1 - December 31.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Illinois General Not For Profit Corporation Act of 1986, as amended, or under the provisions of the Articles of Incorporation or these bylaws, 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 deemed equivalent to the giving of such notice.

ARTICLE XII

AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting of the board, provided that at least five days written or email notice is given of intention to alter, amend or repeal and to adopt new bylaws at such meeting.

ARTICLE XIII

INDEMNIFICATION

The corporation shall indemnify all officers and directors of the corporation to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as amended, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as may be determined from time to time by the board of directors of the corporation.

Adopted by the Board of Directors, January 2008