

BY-LAWS

OF

BRENDAN'S SMILE FOUNDATION, INC

(As Amended and Approved, December 30, 2019)

ARTICLE I

NAME

This not-for-profit foundation shall be incorporated as the Brendan's Smile Foundation, Inc. (hereinafter called the "Foundation").

ARTICLE II

PURPOSE

The Foundation's purpose is to advance suicide prevention by improving knowledge, practice, public understanding, and public policy. This purpose will be pursued through programs that encourage and support research aimed at understanding and preventing suicide; bring the latest advances in knowledge to educators and care-givers who work with depressed and suicidal individuals; educate the public about the nature and extent of the problem of suicide and the need for prevention; help survivors cope with their loss and involve them in prevention efforts; engage suicide attempt survivors and others at risk of suicide in prevention efforts; and encourage and support public policies that contribute to the reduction of suicide and suicidal behavior and to assist those touched by suicide; in each case to the extent permitted under its Certificate of Incorporation and under applicable law.

ARTICLE III

LOCATION

The Foundation's principal office shall be at 45 Peach Tree Lane, Westmont, IL, 60559, or at such other place or places as may be designated by the Board of Directors.

ARTICLE IV

MEMBERS

Section 1. Classification of Members: The Members of the Foundation shall consist of Directors; Honorary Directors; Members of Standing Committees. Those persons making contributions to become "members" entitled, inter alia, to receive the Foundation's newsletter shall not be entitled to vote or otherwise be considered Members for the purposes hereof.

Section 2. Membership and Voting Rights: All Members shall have equal privileges and shall be entitled to one (1) vote at all meetings of the Membership of the Foundation, except as otherwise provided in these By-laws.

Section 3. Resignations: A Member may resign by written notice to the Secretary of the Foundation. Any resignation by a Member who is also a Director shall be deemed a resignation of the Member's directorship.

Section 4. Meetings of Members of the Foundation:

(a) **Annual Meeting:** The purpose of the Annual Meeting of the Members of the Foundation (herein called "Annual Meeting") shall be the election of Directors, and to report on the programs and financial condition of the Foundation. The Annual Meeting shall be held between the first of November and the thirty-first of December of each year. The date and place of the Annual Meeting shall be fixed by the Board of Directors, or President, or Vice-President and if no such date and place shall be fixed, the meeting shall be held at the then principal office of the Foundation on the second Tuesday of December (or if that day is not a business day, on the next succeeding business day) at 10 a.m.

(b) **Special Meetings:** At the written request of the President, or in his/her absence or disability, the Vice President, or upon the written instructions of the Board of Directors or the Secretary shall call a special meeting of the Members of the Foundation. Special meetings shall be held at a time and place fixed by the Board of Directors, or if by them, then by the Secretary; but in any event the same shall be held within forty five (45) days of the Secretary's receipt of written request for the calling of such special meeting.

(c) **Notice of Meetings:** The Secretary shall give to each Member not less than thirty (30) days', nor more than sixty (60) days', written notice of each Annual Meeting and special meeting of the Foundation. The notice shall state the time and place of the meeting and the person or persons calling the meeting and, in general terms, the purpose or purposes of each special meeting, together with such other information as may be required by the Illinois General Corporation Law. The notice shall be directed to each Member, either personally, by mail, or by electronic mail or fax.

(d) **Proxies:** Any Member of the Foundation entitled to vote may appoint any other Member entitled to vote to act as his/her proxy at the annual or any special meeting of Members of the Foundation, by proxy signed by such Member.

(e) **Quorum and Adjournments:** A quorum for the transaction of business at meetings of the Foundation shall be constituted by presence in person or by proxy of not fewer than fifteen (5) voting Members. In the absence of a quorum the Members present at the time and place set for a meeting of the Foundation may adjourn the meeting until a quorum is present. When a quorum is present, the vote of the majority of the Members present or represented by proxy shall decide any question before the meeting.

(f) **Annual Report of Directors:** At the Annual Meeting of Members, the Directors shall present a report, prepared at the direction of the Treasurer, showing in appropriate detail the assets and liabilities, including trust funds; the revenue or receipts of the Foundation, both unrestricted and restricted to particular purposes; and the expenses or disbursements of the Foundation, for both general and restricted purposes. The President shall report on the status of the Foundation and its programmatic and administrative progress over the past year; an abstract thereof shall be entered in the minutes of the proceedings of the Annual Meeting of Members.

(g) **Action by Written Consent:** Any action required or permitted to be taken at any meeting of the Members of the Foundation may be taken without a meeting if a majority of the Members entitled to vote consent to the action in writing. In order for the action to be valid, the Foundation must receive dated and signed consents from the required number of Members within sixty (60) days of the earliest dated consent received by the Foundation. A copy of each written consent received by the Secretary shall be placed in the minute book of the Foundation. Prompt notice of the taking of any action by written consent of the Members which is less than unanimous shall be given to each non-consenting Member.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Number and Authority: The business and affairs of the Foundation shall be managed by its Directors meeting as a Board. The Board of Directors shall consist of not fewer than three (3) nor more than ten (10) members.

Section 2. Nomination and Election of Directors:

(a) **Nominees:** The Nominating and Governance Committee shall nominate candidates for election as Directors at the Annual Meeting of the Foundation to fill the vacancies on the Board, including those vacancies created by Directors whose terms have expired, or are about to expire.

(b) **Election of Directors:** Directors shall be elected by the Members at the Annual Meeting from among the nominees nominated by the Nominating and Governance Committee.

(c) **Tenure of Office and Filling of Vacancies:** Each Director, except as otherwise herein required, shall serve for a term of three (3) years from the date of his/her election, in such a manner that one-third thereof shall terminate their term of office each year. Each year, the Board of Directors shall determine the number of such open positions to be filled. In the event that any Directorship becomes vacant, the Board of Directors may elect a successor for the remaining term or until the election and qualification of his/her successor.

(d) **Limitation on Eligibility:** No person receiving monetary consideration for full-time or part-time services rendered to the Foundation, or to any Affiliate thereof, shall be eligible for election as a Director. Without limiting the application of the Foundation's conflict of interest policy, the Board of Directors shall terminate the Board membership of any Director who, subsequent to election, shall receive such monetary consideration.

(e) **Termination of Office of Director:** The term of office of any Director of the Foundation may be terminated if the Director does not attend at least one meeting of the Board of Directors in any year, and otherwise with or without cause, by vote of a majority of the Members present at a meeting called to consider such action.

Section 3. Meetings of the Board of Directors:

(a) **Number of Meetings:** There shall be at least two (2) regular meetings of the Board of Directors each year, one (1) of which shall be the annual meeting of the Board of Directors, at where the Board of Directors shall elect the Officers of the Foundation.

(b) **Annual Meeting:** An annual meeting of the Board of Directors shall be held each year on such date and at such place as the Board of Directors shall fix, and if no such time and place is fixed, such meeting shall be held immediately following the Annual Meeting of Members.

(c) **Special Meetings:** At the written request of the President or in his/her absence or disability, the Vice President, or of the Chair of the Board, the Secretary shall call a special meeting of the Board of Directors, at a date, time and place specified in the notice for holding such meetings; and it shall be held within twenty-one (21) days of the Secretary's receipt of such request or instructions.

(d) **Notice of Meetings:** The Secretary shall give to each Director not less than ten (10) days' written notice, by mail, or by electronic mail or fax, of each regular and special meeting of the Board of Directors. The notice shall state the time and place of meeting and, in general terms, the purpose or purposes of each special meeting, together with such other information as may be required by the Illinois General Corporation Law.

(e) **Quorum and Adjournments:** Three (3) of the total elected number of Directors, present in person, shall constitute a quorum for the transaction of business; but in the absence of a quorum, any Directors present may adjourn the meeting until a quorum shall be present. Where a quorum is present, the vote of the majority of the Directors present shall decide any question brought before the meeting. Honorary Directors shall not have the right to vote, nor shall they be counted toward a quorum.

(f) **Representation by Proxy:** Representation by proxy at meetings of the Board shall not be recognized.

(g) **Action by Written Consent:** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all of the Directors consent to the action in writing.

(h) **Participation at Meetings by Conference Telephone:** Any one (1) or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other simultaneously. Participation by such means shall constitute presence in person at the meeting including the counting of any Director so participating for purposes of a quorum.

ARTICLE VI

OFFICERS

Section 1. Number, Authority and Election of Volunteer Officers: The volunteer officers of the Foundation shall be a Chair of the Board of Directors, a Vice Chair of the Board of Directors, a President, a Vice President, a Treasurer, a Secretary, and such other officers as the Board may determine. Said officers shall be elected by the Board of Directors from among its members at the Annual Meeting in each year, or in the absence of election at such meeting then at any subsequent meeting. All volunteer officers shall hold office for a three-year term, at the pleasure of the Board of Directors, but, unless re-elected, in no event beyond the next following Annual Meeting of the Board of Directors and the election and qualification of their respective successors. Any volunteer officer may resign by notice in writing to the President or the Secretary.

(a) **Chair of the Board of Directors:** The Chair of the Board of Directors shall preside at all meetings of the Board of Directors at which he/she is present and shall perform such other duties as are provided in these By-laws or as may be assigned by the Board of Directors.

(b) **Vice Chair of the Board of Directors:** The Vice Chair of the Board of Directors shall preside at the meetings of the Board of Directors in the absence of the Chair of the Board. The Vice Chair shall also preside at meetings of the Board of Directors in the absence of the Chair of the Board of Directors.

(c) **President:** The President shall preside at all meetings of Members of the Foundation at which he/she is present and shall perform such

other duties as are provided for in these By-laws or as may be required by the Foundation's Charter or as may be assigned by the Board of Directors.

(d) **Vice President:** The Vice President of the Foundation shall preside at the meetings of the Members in the absence of the President, and shall perform such duties as may be assigned by the Board of Directors.

(e) **Treasurer:** The collection, receipt, deposit and disbursement of all funds of the Foundation shall be undertaken at the direction of the Treasurer. The Treasurer shall oversee the keeping of regular books of account and shall submit such account of his/her acts as Treasurer and of the financial condition of the Foundation as the Board of Directors may require. He/she shall perform such other duties as may be assigned by the Board of Directors.

(f) **Secretary:** The Secretary shall oversee the keeping of the minutes of all meetings of the members of the Foundation, the Board of Directors, and all standing committees of the Board of Directors, and shall, when required by law or these By-laws, give notice of meetings of members of the Foundation and of the Board of Directors. He/she shall perform such other duties as may be assigned by the Board of Directors.

(l) **Term Limitations:** A volunteer officer or Council Chair may serve consecutive three (3) year terms in the same position without any intervening periods.

Section 2. Number, Authority and Appointment of Staff Officers: The Board of Directors may appoint additional staff officers as it may from time to time decide. Staff officers shall serve at the pleasure of the Board of Directors, for terms, and at compensation levels, to be determined by the Board.

Section 3. Compensation of Staff Officers: Staff Officers may receive monetary compensation for their services.

Section 4. Provisions For Holding More Than One Office and Filling of

Vacancies: The Board of Directors may, by resolution not inconsistent with these By-laws, add to and define the duties of any officer. Any offices may be combined and held by the same person except that the offices of President and Vice President shall not be held by the same person and except that the offices of President and Secretary shall not be held by the same person. A vacancy in any office, whether elective or appointive, may be filled by the Board of Directors, except as otherwise provided in these By-laws, at any meeting.

Section 5. Staff Employees: The President or in his/her absence or disability, the Vice President, may employ, with the approval of the Board of Directors, who shall report to the President or his/her designee, and who shall have such titles and duties, and shall receive such monetary compensation, with the approval of the Board of Directors.

Article VIII
CHAPTERS

Section 1. Organizational Structure and Standards: In authorized geographical areas of the United States as determined by the Board of Directors, the Foundation shall promote and encourage the organization and operation of Chapters of the Foundation to carry out its general purposes under its general direction. The Board of Directors of the Foundation shall set the standards which a Chapter shall be required to meet. The Board of Directors shall be authorized to amend such standards.

Section 2. Charter Agreements: Each group or entity that the Board of Directors determines to charter as a Chapter shall enter into a Charter Agreement with the Foundation, in a form prescribed by the Foundation, outlining the nature and extent of the relationship of the Chapter to the Foundation and granting the Chapter a charter from the Foundation authorizing it to use the name "Brendan's Smile Foundation" and to carry out the general purposes of the Foundation under its general direction within its specified geographical area, provided that any prior agreement between a Chapter and the Foundation regarding the name of said Chapter shall, except as required by virtue of a change of the Foundation's name, remain in full force until otherwise amended, changed or terminated. Every Charter Agreement shall be subject to review

by the Board of Directors from time to time in order to determine whether the Chapter has continued to meet the standards set by the Board of Directors. The charter of a Chapter shall be suspended or withdrawn by the Board of Directors at any time upon a determination by the Board, if determined, the Chapter has failed to meet the standards set by the Board of Directors, and shall be subject to such further conditions as may be specified in the Charter Agreement from time to time prescribed by the Foundation, and such other conditions as the Board of Directors may impose. The Board may consult with the Chapter Leadership on matters pertaining to Charter Agreements where the Board considers it appropriate.

ARTICLE IX
FISCAL PROVISIONS

Section 1. Fiscal Year: The fiscal year of the Foundation shall be the twelve-month period ending December 31 of each year.

Section 2. Authority to Withdraw Funds and Securities: Funds of the Foundation on deposit with any bank or trust company or other financial institution, and securities of the Foundation deposited in any safe deposit box or held by any custodian shall be subject to withdrawal on the joint signatures of the Treasurer and such other person or persons as may be determined from time to time by resolution of the Board of Directors.

Section 3. Investments: The Board of Directors shall have power, to make investments of the funds of the Foundation and to change the same and may from time to time sell any part of the securities of the Foundation or any rights or privileges that may accrue thereon.

Section 4. Delegation of Authority For Transfer of Securities: Any person or persons designated by the Board of Directors shall have authority to execute, under seal, such form of transfer and assignment as may be customary to constitute the transfer of stocks or other securities in the name of the Foundation.

Section 5. Audit: The books and accounts of the Foundation shall be audited in accordance to Federal and Illinois General Corporation law by independent auditors who shall be appointed by the Board of Directors. A copy of the report of said audit shall be delivered to the Foundation for review annually by its Board of Directors.

Section 6. Annual Budget: The financial operation of the Foundation shall be conducted in accordance with an annual budget submitted and reviewed and approved by the Board of Directors.

Section 7. Indemnification of Directors, Officers and Employees: The Foundation shall indemnify its Directors, Officers, employees and agents to the full extent permitted under the provisions of the Illinois General Corporation Law.

ARTICLE X

CONFLICT OF INTEREST POLICY

The Board of Directors shall adopt and administer conflict of interest policy for the Foundation, which shall provide, in substance, that a conflict of interest exists when (i) a Director, Officer or employee, (ii) a Director's, Officer's or employee's family or (iii) an institution or organization to which a Director, Officer or employee has allegiance may be seen as competing, or having an interest that competes or conflicts with, the interests or concerns of the Foundation, for example by having an interest in a transaction, contract or arrangement with the Foundation. The policy shall require that the Director, Officer or employee disclose a possible conflict of interest to the Board or the appropriate committee, and that the Board should consider the matter as appropriate. The policy shall further require that the Director, Officer or employee not participate in the consideration of, or the decision on, any such matter.

ARTICLE XII

AMENDMENTS

These By-laws may be amended by majority vote at any regular meeting of the Members or

Directors of the Foundation, or at any special meeting of the Members or Directors of the Foundation, in which case the notice of meeting shall state the substance of the proposed amendments.