

UPPER BAY COUNSELING AND SUPPORT SERVICES, INC.  
By-Laws

Article I: Name

The name of this organization shall be Upper Bay Counseling and Support Services, Inc. (hereinafter referred to as "UBCSS").

Article II: Purpose

The primary purposes of this organization are:

Section 1: To establish and operate mental health programs.

Section 2: To hold title to property for mental health programs. UBCSS may obtain any required mortgages or loans necessary to effect this purpose.

Section 3: To provide other services to local organizations.

Section 4: To engage in such other activities as permitted by law.

Article III: Board of Directors

Section 1: The management of the corporation shall be vested in a Board of Directors (hereinafter referred to as the "Board"). The Board shall consist of not less than nine (9) persons, who shall be elected at the time of organization to hold office as follows: One-third to serve one (1) years, one-third to serve two (2) years, and one-third to serve three (3) years. Thereafter, one-third of the Board shall be elected for three (3) year terms at the annual meeting of the directors and shall serve until their successors are duly elected and qualified.

The retiring President/Chairperson may be elected to remain on the Board as a Director for a special term to include the next year, if his/her term as a Director is otherwise expiring.

The Chief Executive Officer (hereinafter referred to as the "CEO") shall serve as one of the voting members of the Board.

If a Director shall be absent from as many as two (2) consecutive regular Board meetings during any calendar year, without reason satisfactory to the Board, that Director shall be deemed to have resigned from the Board. However, the Executive Committee may excuse the absences from the Board meetings upon request by the absent Director.

Any Director may be removed from the Board by the affirmative vote of a majority of the Directors entitled to vote at any regular Board meeting or at a special meeting called for this purpose. Vacancies on the Board

may be filled by the Board pending the next annual meeting of the Board.

Section 2: All Directors on the Board shall serve on a voluntary basis.

Section 3: The Executive committee may appoint Honorary Directors to the Board. These Directors will be non-voting.

Section 4: Regular meetings of the Board shall be held at intervals determined by the Executive Committee, but no less frequently during the year than quarterly. The annual meeting shall be held in June.

Section 5: Special meetings of the Board shall be held whenever called by the President, or by the written request of four (4) Directors to the Secretary. The Secretary shall give notice of the special meeting to each Director by telephone, email or mailing at least three (3) days prior to the meeting. Such notice may be waived by the Directors.

Section 6: Each Director shall serve on at least one (1) of the committees of the Board.

Section 7: A majority of the number of Directors shall constitute a quorum for the transaction of business. Assuming a quorum exists, a majority of the Directors present shall be sufficient for any action of any matter.

Section 8: A proxy vote can be cast by a Board member in attendance at a meeting, on behalf of a member who is excused from the meeting. The proxy is to vote in a specific way on a specific issue. The excused member must specify in writing how they intend to vote, on which issue, and who is to hold the proxy for them. The excused member should also send a copy of the proxy designation to the Board President.

If the issue is amended or changed in any way, the proxy is voided. However, it is permissible to call a member who has issued a voided proxy, during the meeting, to solicit a vote by telephone.

A proxy vote does not contribute to a quorum.

#### **Article IV: Officers**

Section 1: The officers of the Board shall be a President, Vice-President, Secretary, and Treasurer. These officers shall be elected from the Board during the annual meeting in the odd numbered years.

Section 2: The terms for officers shall be two (2) years, or until a successor is elected.

Section 3: The President shall preside at all meetings of the Board. The President shall serve as the Chair of the Executive Committee and shall execute, in the name of the corporation, such documents and agreements as may be entered into by the corporation and shall be an ex-officio member of all committees.

Section 4: the Vice-President shall perform the duties of the President during the absence of the President.

Section 5: The Secretary shall be responsible for keeping the minutes of the meetings of the Board and shall perform such other duties as may be assigned by the Board.

Section 6: The Treasurer shall be responsible for assisting the CEO regarding the funds of the organization and for the collection of income thereof, and shall see that monthly reports of the condition of the treasury are rendered to the Board. The Treasurer shall pay out all monies by such method as shall be determined by the Board. The Treasurer shall be the Chair of the Finance Committee.

Section 7: The Officers and the CEO shall constitute the Executive Committee.

Section 8: The President shall not be eligible to serve more than two (2) consecutive terms as President.

Section 9: In case of a vacancy in the office of President, the Vice-President shall accede the office of President and shall serve until the next election.

Section 10: In case of a vacancy among the other offices, the Executive Committee shall elect an acting officer to serve until the next election. In the event of a tie vote, the vacancy shall be filled by election at a meeting of the Board.

Section 11: The Board shall employ a CEO who shall have direct charge of all activities of the organization in accordance with the general policies established by the Board.

The CEO shall be a member of the Board. and shall report to the Board and to appropriate committees on the organization, and shall provide such assistance as may be required from time to time.

The Board shall empower the CEO to employ such personnel as he or she may deem appropriate for the operation of the corporation.

The Board may also employ any personnel as deemed appropriate to assist the Board in its duties.

#### Article V: Committees

Section 1: The Board shall have the following standing committees, which have the duties and powers described herein and such other powers as may from time to time be authorized by the Board: Executive, Board Development and Stewardship, Finance, Audit, Personnel, Fund Development, and By-Laws.

Section 2: Ad hoc committees may be appointed at the discretion of the Board at any time.

Section 3: A majority of the membership of any committee shall constitute a quorum for the transaction of business at all meetings of the committee. Except as otherwise provided in these By-Laws each Committee shall elect one of its members as Committee Chair.

Section 4: The Executive Committee shall consist of the officers of the Board and the CEO. The President shall preside over the Executive Committee. The Executive Committee shall consider all questions referred to it by the Board, and shall act for the Board between meetings and in emergencies when it is not possible to convene the Board. All actions taken by the Executive Committee shall be reported to the Board.

Section 5: The Board Development and Stewardship Committee shall be comprised of at least three (3) members of the Board, appointed by the President.

The Board Development and Stewardship Committee shall present a slate of *Directors* to the Board for election at the annual meeting. The Board shall be apprized of the slate at least five (5) days in advance of the meeting.

The Board Development and Stewardship Committee shall present a slate of *Officers* for election at the annual meeting of the Board, at least five (5) days in advance of the meeting.

The Board Development and Stewardship Committee shall also present candidates to fill vacancies as they occur on the Board. It shall also be responsible to orient new Board members regarding the activities and objectives of the corporation.

Section 6: The Finance Committee shall be comprised of not less than three (3) members of the Board, appointed by the President, one of whom shall be the Treasurer who shall preside over this committee. It shall advise the Board concerning the fiscal affairs of the corporation.

- a. It shall keep currently informed on all income and disbursements, and require financial reports to be rendered at each meeting of the Board.
- b. It shall prepare an annual budget for consideration and approval by the Board.
- c. It shall prepare a year-end report annually.

The Finance Committee shall be responsible for the facilities of the corporation, making recommendations for any actions to be taken to insure that the facilities are adequate and kept in satisfactory condition. It shall also have other duties as may from time to time be delegated by the Board.

Section 7: The Audit Committee shall be comprised of not less than three (3) Directors with no other connection to Upper Bay Counseling and Support Services, and shall be appointed, or subsequently replaced, by the Board of Directors, and not by the President. These committee members shall also be members of the Finance Committee. These committee

members shall be free from any relations that, in the opinion of the Board, would interfere with the exercise of that committee member's independent judgment as a member of this Committee. Each committee member shall have a working knowledge of financial reports, basic business practices, and familiarity with generally accepted accounting principals and auditing standards. The Committee shall review and reassess the Audit Charter of Upper Bay Counseling and Support Services at least annually. In addition, the Committee shall complete, at least annually, an evaluation of the financial practices and controls, and shall submit the same for approval by the Board of Directors.

Section 8: The Personnel Committee shall be comprised of not less than three (3) members of the Board, appointed by the President. The Committee shall designate a Chair from among the Directors serving on the Committee. The Personnel Committee shall oversee all matters relating to personnel including, but not limited to, compensation plans, benefit plans, personnel policies and procedures, employment law, discipline, performance evaluation, and payroll processes.

The Personnel Committee is responsible for annually evaluating the CEO and reporting to the Board.

Section 9: The Fund Development Committee shall be comprised of not less than three (3) members of the Board, appointed by the President.

The Fund Development Committee shall explore and oversee all fund development strategy including, but not limited to, annual fund drive, capital campaign, and other fundraising initiatives.

Section 10: The By-Laws Committee shall be comprised on not less than three (3) members of the Board, appointed by the President. The Committee shall designate a Chair from among the Directors serving on the Committee. The By-Laws Committee shall review the By-Laws at least on a bi-annual basis and report any suggested changes to the Board.

Section 11: Each committee shall meet at the call of its Chair, the request of the President, or at the request of any two (2) committee members. Each committee shall report to the Board for approval before any final action is taken, with the exception of the Executive Committee, as noted above.

#### Article VI: Amendments

The By-Laws may be amended by a two-thirds vote of the existing Board present and entitled to vote at any meeting of the Board, provided that written notice of the proposed amendment shall be given to each Director at least seven (7) days prior to the meeting at which the proposed amendment is to be considered.

#### Article VII: Finance

Section 1: Beginning with Fiscal Year 1998, the fiscal year of the corporation shall begin on July 1 and end on June 30 of each year.

Section 2: The corporation may be financed by contributions, service fees, and any other funds which the Board may deem appropriate. The corporation will operate in a fiscally responsible manner.

Section 3: The Corporation's accounts shall be audited annually by a certified public accountant. For this purpose the accounts of the Corporation shall be closed annually on June 30th.

#### Article VIII: Parliamentary Authority

Except as modified in these By-Laws, Robert's Rules of Order, Revised, shall prevail at all meetings of the Board.

#### Article IX: Non-Discrimination Policy

UBCSS shall make every area of its operation an equal opportunity service. Every action taken in reference to Board members, employees, clients, and volunteers shall be made without regard to race, color, creed, national origin, age, sex, marital status, handicap, sexual preference, and union or political affiliation.

#### Article X: Indemnification

**INDEMNIFICATION:** The Corporation shall indemnify its directors and officers to the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the corporation) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(C)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any future United States Internal Revenue Law).

Except to the extent prohibited by law, the indemnification provided by this article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors, administrators of such person

**Exoneration:** To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from Federal income

tax under section 501(c)(3) of the Internal Revenue Code of 1986) or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission, which occurred prior to such amendment or repeal.

**Insurance:** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation is or was serving any of the entity at the request of the Corporation, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the Article. The Corporation is not obligated to purchase insurance to provide coverage for losses that arise as a result of actions taken by any individual who is acting outside the scope of his or her employment, or by an individual whose conduct is in violation of Upper Bay's conflict policy.

#### Article XI: Corporation

Section 1: The corporation shall not carry on any activity in conflict with tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Section 2: If the corporation should be dissolved, all of its remaining assets, after payment or provision of payment of its liabilities, shall be transferred to a similar non-profit organization existing at the time of such dissolution. The organization shall be chosen by the Executive Committee, approved by the Board, and shall meet the requirements under Section 501(c)(3) of the Internal Revenue Code.