

**BYLAWS
OF
NORTHWEST MICHIGAN PEER NETWORK**

The name of the organization is Northwest Michigan Peer Network and hereafter may be referred to as “The Network” or “NMiPN.” The organization is organized in accordance with the Nonprofit Corporation Act, Act 162 of 1982, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the following:
Provide education and resources to first responders about mental health.

The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

**ARTICLE I
MEETINGS**

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors on the first Thursday of the first full week of the first month of the year.

Section 2. Regular Meetings. Regular meetings will be held at 6pm on the first Thursday of the first week of the months listed: April, July, & October. A regular meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments. All efforts will be made to make the regular meetings at a location that is determined by the Board of Directors.

Section 3. Special Meetings. Special meetings may be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 4. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all directors of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

Section 5. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 6. Quorum. A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 7. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

ARTICLE II EXECUTIVE BOARD

Section 1. Number of Officers and Qualifications. The officers of the Executive Board of the organization shall be a President, a Vice-President, a Treasurer, and a Secretary.

To be considered for election as an officer of NMiPN, an individual must meet the following qualifications:

1. Shall have completed the ICISF Group Crisis and Assisting Individuals in Crisis courses, with a preference for those individuals who have additional training and experience.
2. Be a member in good standing of NMiPN.

Section 2. Offices and Election.

President. The President shall be the chief executive officer and shall preside at all meetings of its Executive Committee.

Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

Secretary. The Secretary shall give notice of all meetings of the Executive Committee, shall keep an accurate list of the executive board and membership, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Executive Board meetings and all committee meetings.

Treasurer. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Executive Board, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Executive Board.

Section 3. Election and Term of Office. The officers shall be elected biennially by the general membership at a Special Meeting on September 21 of each evenly numbered year. Each officer shall serve a two year term or until a successor has been elected and qualified.

Section 4. Removal or Vacancy. A majority vote of the Executive Board shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Nomination Committee.

Section 5. Quorum. A majority of officers shall constitute a quorum.

Section 6. Adverse Interest. In the determination of a quorum of the Executive Board, or in voting, the disclosed adverse interest of a board member shall not disqualify the member or invalidate his or her vote.

Section 7. Regular Meeting. The Executive Board shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Executive Board may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 8. Special Meeting. Special meetings may be requested by the President, Vice President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Executive Board within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 9. Procedures. The vote of a majority of the board members present at a properly called meeting at which a quorum is present shall be the act of the Executive Board, unless the vote of a greater number is required by law or by these by-laws for a particular

resolution. The Board shall keep written minutes of its proceedings in its permanent records.

Section 10. Informal Action. Any action required to be taken at an Executive Board meeting, or any action which may be taken at a meeting of the Executive Board or of a committee, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the board members or all of the members of the committee, as the case may be.

Section 11. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees. Standing committees utilized by the Northwest Michigan Peer Network are as follows:

- **Governance Committee:** The responsibility of the governance committee is to review, maintain, and promote enforcement of the bylaws.
- **Marketing Committee:** The responsibility of the marketing committee is to release a biannual newsletter, as well as promote the Northwest Michigan Peer Network. The marketing committee shall also ensure that all departments in the response area are aware of the services provided by the Northwest Michigan Peer Network.
- **Nomination Committee:** The nomination committee is responsible for ensuring fair nomination and election processes.
- **Education Committee:** The training committee is responsible for ensuring that there is a training organized and performed at each regular and annual meeting. It is also responsible for organizing external training opportunities.

Section 12. Team Coordinators. There shall be no fewer than two team coordinators, at any given time, whose responsibility it is to receive calls from the dedicated hotline. They are also responsible for calling an individual that has contacted the hotline, determining their needs, and ensuring that their needs are met, whether it be through Crisis Management Briefing, Rest Information Transition Services, Defusing, Critical Incident Stress Debriefing, or Peer Support.

Section 13. Team Clinical Director. There shall be no fewer than one team clinical director. The clinical director shall assist with ensuring that proper resources are provided to individuals in need, as well as ensuring that members of NMiPN are performing their duties satisfactorily. The clinical director shall also ensure that a ICISF certified clinician is present at all necessary interventions.

ARTICLE III CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of

this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE IV AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the elected officers of NMiPN by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE V DISSOLUTION

The organization may be dissolved only with authorization of its Executive Board given at a special meeting called for that purpose, and with the subsequent approval by no less than two thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organizations, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Executive Board.

ARTICLE VI FUND DISBURSEMENT

As previously stated, the Treasurer of NMiPN shall be responsible for the organization, documentation, and disbursement of any funds.

Section 1. General Funds. General funds can be utilized for any activities permissible by section 501(c)3 of the Internal Revenue Code that directly relates to the purpose of the Network, which is to provide education and resources to first responders about mental health.

Section 2. Mental Health Relief Fund. The Mental Health Relief Fund is a specific fund that is utilized to provide funds to an individual that is in need of seeing a mental health professional. Any organization that donates to NMiPN may request that the funds that they donate be used solely for this purpose. Disbursement of the funds shall be determined as follows:

1. Maximum allowable funds per person shall be no more than \$500.00.
2. Funds must be present in the Mental Health Relief Fund in order to disburse funds.
3. A Mental Health Relief Fund Request Application must be completed and submitted to the Treasurer of NMiPN.
4. The Executive Board of NMiPN shall review the application and approve it via a


majority vote.

5. Funds shall be disbursed to the requesting individual via check, and a receipt for rendered services shall be provided to the board by the mental health professional that the individual has services with.

Certification

Cobey, President of Northwest Michigan Peer Network, and Rachel Zemanek, Secretary of Northwest Michigan Peer Network certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Executive Board on September 21, 2020.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Executive Board on May 10, 2021.

By:  Date: 5/10/2021

Cobey, President

By:  Date: 5/10/2021

Rachel Zemanek, Secretary