

BY-LAWS

OF

AMERICAN FOUNDATION FOR SUICIDE PREVENTION

(As Amended and Approved, December 4, 2008)

ARTICLE I

NAME

This not-for-profit foundation shall be incorporated as the American Foundation for Suicide Prevention (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 professionals 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 120 Wall Street, 22nd Floor, New York, New York 10005, 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; the Executive Director; and the Medical Director. 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. The Executive Director and Medical Director shall not have the right to vote, nor shall they be counted toward a quorum.

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 the Executive Committee, or the Secretary, 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 Executive Committee, 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 by the Executive Committee, or if by neither of 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 Delaware

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 (15) 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 Executive Director 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 fifteen (15) nor more than thirty five (35) 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, or upon the written instructions of the Executive Committee, 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 Delaware General Corporation Law.

(e) **Quorum and Adjournments:** One-third (1/3) 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. A copy of any such written consent shall be placed in the minute book of the Foundation.

(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, a Chair of the Scientific Council, a Chair of the Public Policy Council, a Chair of the Survivor Council, a Chair of the Chapter Leadership Council and a Chair of the Development Committee, 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 one-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. The Chair of the Board of Directors shall also serve as the Chair of the Executive Committee.

(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 Executive Committee of the Board of Directors in the absence of the Chair of the Board of Directors.

(c) **President:** The President of the Foundation shall be a member of the mental health profession. 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 be of the mental health profession, 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 the Executive Committee, 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. The Secretary shall oversee custody of the corporate seal and shall affix the same when authorized by the Board of Directors or the Executive Committee. He/she shall perform such other duties as may be assigned by the Board of Directors.

(g) **Chair of the Scientific Council:** The Chair of the Scientific Council shall be a member of the mental health profession and shall preside at all meetings of the Scientific Council 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.

(h) **Chair of the Public Policy Council:** The Chair of the Public Policy Council shall be an experienced public policy professional or an experienced policy advocate, and shall preside at all meetings of the Public Policy Council 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.

(i) **Chair of the Survivor Council:** The Chair of the Survivor Council shall be a survivor of suicide, and shall preside at all meetings of the Survivor Council at which he/she is present. He/she shall perform such other duties as may be assigned by the Board of Directors.

(j) **Chair of the Chapter Leadership Council:** The Chair of the Chapter Leadership Council shall be a member of a Board of a Chapter, and shall preside at all meetings of the Chapter Leadership Council at which he/she is present. He/she shall perform such other duties as may be assigned by the Board of Directors.

(k) **Chair of the Development Committee:** The Chair of the Development Committee shall be a business and/or community leader, and shall preside at all meetings of the Development Committee at which he/she is present. He/she shall perform such other duties as may be assigned by the Board of Directors.

(l) **Term Limitations:** A volunteer officer or Committee or Council Chair who has served three (3) consecutive one (1) year terms may not be elected to a fourth (4th) term in the same position without an intervening period of at least one (1) year during which he or she shall not serve in such position.

Section 2. Number, Authority and Appointment of Staff Officers: The Board of Directors shall appoint an Executive Director and a Medical Director who will serve as staff officers of the Foundation. 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.

(a) **Executive Director:** The Executive Director shall be the chief executive officer of the Foundation with principal responsibilities in the areas of management, administration, financial matters, fund raising, public policy and public relations, in each case subject to the Board of Directors, to which he/she shall report. The functions, duties and responsibilities of the Executive Director may be modified, expanded or further defined by resolution of the Board of Directors.

(b) **Medical Director:** The Medical Director shall be the chief scientific officer of the Foundation, with principal responsibility for the Foundation's research, scientific and educational activities. The Medical Director shall be the principal aide to the Executive Director, to whom he/she shall report, in coordinating and planning such activities.

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 Executive Director may employ, with the approval of the Board of Directors or the Executive Committee staff employees, who shall report to the Executive Director or his/her designee, and who shall have such titles and duties, and shall receive such monetary compensation, as the Executive Director may, with the approval of the Board of Directors or the Executive Committee, determine.

ARTICLE VII

COMMITTEES AND COUNCILS OF THE BOARD OF DIRECTORS

Section 1. Executive Committee

(a) **Composition, Responsibilities and Meetings:** Between meetings of the Board of Directors its powers and duties shall be exercised and performed by an Executive Committee. Further, subject to the Board of Directors, the Committee shall be responsible for matters pertaining to administrative policy, public policy and affiliate relations. Actions taken by the Executive Committee shall be reported at the next meeting of the Board of Directors. The Executive Committee shall meet at least two (2) times each year. Its membership shall consist of the Chair of the Board of Directors (who shall also serve as the Chair of the Executive Committee), the Vice Chair of the Board of Directors (who shall also serve as the Vice Chair of the Executive Committee), the President, the Vice President, the Treasurer, the Secretary, the Chair of the Scientific Council, the Chair of the Public Policy Council, the Chair of the Nominating and Governance Committee, the Chair of the Affiliate Council, the Chair of the Development Committee, the Chair of the Survivor Council, the Immediate Past Chair of the Board, the Immediate Past President, the Executive Director, and the Medical Director. All of the members of the Executive Committee shall be members or ex officio participants of the Board of Directors. Only those members of the Executive Committee who are full voting members of the Board of Directors of the Foundation shall be entitled to vote as members of the Executive Committee.

(b) **Quorum:** The presence in person of one-half (1/2) of the members entitled to vote shall constitute a quorum for the transaction of business at meetings of the Executive Committee. Where a quorum is present, the vote of the majority of the members present and entitled to vote shall decide any question brought before the meeting.

(c) **Representation by Proxy:** Representation by proxy at meetings of the Executive Committee shall not be recognized.

(d) **Appointment of Chair in Absence of Chair of the Board of Directors and Vice Chair of the Board of Directors:** In case of the absence from any meeting of the Executive Committee of both the Chair of the Board of Directors and the Vice Chair of the

Board of Directors, the Committee shall appoint from among the members present a Chair to preside at such meeting.

(e) **Notice of Meetings:** At the request of the Chair of the Board of Directors or any two (2) members of the Executive Committee, the Secretary shall immediately call a meeting of the Executive Committee, which may be held upon five (5) days notice, given to each member of the Executive Committee by mail, electronic mail, fax or telephone.

(f) **Rules and Regulations:** The Executive Committee may make such rules and regulations as from time to time it may deem proper for its own government and for the transaction of its business, except as otherwise provided in the By-laws or ordered by the Board.

(g) **Minutes:** The Executive Committee shall keep regular minutes of its actions and shall make these minutes available at all meetings of the Board of Directors.

(h) **Action by Written Consent:** Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if all voting members of the Executive Committee consent to the action in writing. The action taken in such vote shall be reported at the next following meeting of the Directors or Executive Committee, whichever shall first occur.

(i) **Participation at Meetings by Conference Telephone:** Any one (1) or more members of the Executive Committee may participate in a meeting of the Committee 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 voting member so participating for purposes of a quorum.

Section 2. Scientific Council:

(a) **Composition:** The Board of Directors, at its Annual Meeting each year or at a subsequent meeting, may elect a Scientific Council, whose membership shall include the President, the Executive Director, the Medical Director, and from six (6) to sixteen (16)

additional members from the mental health, medical or scientific professions, one (1) of whom shall be elected by the Board of Directors as Chair. The Chair must be a member of the Board of Directors. In the case of the absence of the Chair, the Vice Chair of the Scientific Council as selected by the Council shall preside over the meeting. In the absence of both the Chair and Vice Chair from any meeting, the Council shall elect from the members present a temporary Chair to preside at such meeting.

(b) **Responsibilities:** The Scientific Council shall be responsible for the Foundation's mental health, medical and scientific activities and projects, including research, education and service. Responsibility for any of the activities of the Scientific Council shall not be delegated to any other group except upon the recommendation of the Council and with the approval of the Executive Committee. Members of the Scientific Council may serve on the Board of Directors, but shall not be permitted to review research grant proposals while serving as Directors. All scientific projects shall be initiated by written recommendations, addressed to the Board of Directors, or in the interim between its meetings to the Executive Committee, accompanied in each instance, before final approval, by a budget of the estimated expense and a statement of the appropriation recommended. No such scientific project or activity shall be undertaken or supported by the Foundation without such recommendation of the Scientific Council. The procedure of the Council in regard to the filling of vacancies, quorum at meetings, calling of meetings, making rules and regulations and keeping of minutes shall conform as closely as possible to the procedure of the Board of Directors in regard to these matters as set forth in these By-laws. The Scientific Council will consult with the Board of Directors on all policies that may be relevant to its work as a committee.

(c) **Subcommittees:** The Scientific Council may establish such special committees, or subcommittees, as it may deem appropriate. The President, in consultation with the Executive Director, shall appoint the Chair and members of such subcommittees or special committees which may include persons who are not Directors or Members of the Foundation.

Section 3. Public Policy Council:

(a) **Composition:** The Board of Directors, at its Annual Meeting each year or at a subsequent meeting, shall elect a Public Policy Council, whose membership shall include the

Executive Director and from six (6) to fifteen (15) additional members, one (1) of whom shall be elected by the Board of Directors as Chair. All members of the Public Policy Council shall be required to possess knowledge and experience in public policy and/or advocacy matters at the national, state, and/or local levels, and every effort should be made to include representation from all constituent groups, such as of survivors of suicide loss, survivors of suicide attempts, individuals at risk, mental health professionals and business and civic leaders. The Chair must be a member of the Board of Directors. In the case of the absence of the Chair, the Vice Chair of the Public Policy Council as selected by the Council shall preside over the meeting. In the absence of both the Chair and Vice Chair from any meeting, the Council shall elect from the members present a temporary Chair to preside at such meeting.

(b) **Responsibilities:** The Public Policy Council shall be responsible for the Foundation's public policy and advocacy activities and projects, including agenda and priority development, formulation of policy proposals and positions, and advocacy representation, as well as training, field support and public affairs related to policy and advocacy. Overall policy goals as well as specific priorities shall be recommended by the Public Policy Council for Board or Executive Committee approval. No public policy or advocacy project or activity shall be undertaken or supported by the Foundation without the approval of the Public Policy Council.

(c) **Procedures:** The Public Policy Council, subject to approval by the Board of Directors or the Executive Committee, shall establish procedures regarding the formulation and approval of official Foundation positions and priorities. Procedures for the filling of vacancies, quorum at meetings, calling of meetings, making rules and regulations and keeping of minutes shall conform as closely as possible to the procedure of the Board of Directors in regard to these matters as set forth in these By-laws. The Public Policy Council will consult with the Board of Directors or the Executive Committee on all policies that may be relevant to its work as a committee.

(d) **Subcommittees:** The Public Policy Council may establish such special committees, or subcommittees, as it may deem appropriate. The Council Chair, in consultation with the Executive Director, shall appoint the Chair and members of such subcommittees or special committees which may include persons who are not Directors or Members of the Foundation.

Section 4. Nominating and Governance Committee: This Committee shall consist of a Chair, Vice Chair and nine (9) members, three (3) of whom shall be members of the Scientific Council, three (3) of whom shall be survivors of suicide, and three (3) of whom shall be business or civic leader representatives; at least two members of the committee shall be members of the policy council; the committee members shall, together with the Chair and Vice Chair of the Committee, be elected by the Board of Directors at its Annual Meeting. The duties of the Committee shall consist of nominating candidates for the Board of Directors and, additionally, it shall present to the next Annual Meeting of the Board of Directors nominations for (1) Chair and Vice Chair of the Board of Directors, President, Vice President, Treasurer, Secretary and all Chairs of standing Committees and Councils of the Foundation. (2) all members of the Scientific Council, (3) all members of the Public Policy Council; (4) members of the Executive Committee, and (5) any nominees for Honorary Director. The duties of the Committee shall also include the ongoing review of the Foundation's governance principles and processes with a view to determining their continued suitability, and recommending possible improvements and modifications thereof.

Section 5. Finance Committee: There shall be a Finance Committee consisting of the Treasurer, as Chair, the Executive Director and not less than three (3) or more than five (5) additional persons appointed by the Chair of the Board, which may or may not be members of the Board of Directors. The Committee shall be responsible for advising the Board, the Executive Committee and National Staff on all matters pertaining to the financial functions and fiscal policy of the Foundation, including but not limited to, investment of restricted and unrestricted funds, development of annual budgets, monitoring of internal accounting and control systems, and preparation of periodic reports to the Board on the Foundation's finances.

Section 6. Development Committee: There shall be a Development Committee consisting of a Chair, a Vice Chair, the Executive Director and not less than six (6) nor more than twelve (12) additional persons appointed by the Chair of the Board of Directors. At least one-third (1/3) of the Committee shall be members of the Board of Directors of the Foundation. The Committee shall be responsible for (1) advising the Board, the Executive Committee and the National Staff on all matters of fund raising and on fund raising policy, and (2) for assisting in the implementation of fund raising policies and programs.

Section 7. Survivor Council: There shall be a Survivor Council consisting of a Chair, a Vice Chair, and not fewer than three (3), nor more than fifteen (15), persons appointed, which may or may not be members of the Board of Directors. The Council shall be responsible for (1) advising the Board, the Executive Committee and the National Staff on matters pertaining to policies and programs for survivors of suicide, and (2) assisting in the implementation of survivor policies and programs.

Section 8. Chapter Leadership Council: There shall be a Chapter Leadership Council consisting of a Chair, a Vice Chair, the Executive Director, and not fewer than three (3), nor more than six (6) additional persons active with the Foundation's Affiliates. The Council shall be responsible for (1) advising the Board, the Executive Committee and the National Staff on policies and programs pertaining to Chapters, and (2) assisting in the implementation of such policies and programs.

Section 9. Audit Committee: There shall be an Audit Committee consisting of a Chair and two (2) to four (4) additional members, all of whom shall be elected by the Board of Directors at its Annual Meeting. The Chair of the Audit Committee must be a member of the Board of Directors and shall not be a member of the Executive Committee. Other members of the Audit Committee need not be members of the Board of Directors. All members of the Audit Committee shall be required to possess knowledge and experience in financial and/or accounting matters. The duties of the Audit Committee shall consist of choosing, and approving the engagement of, the Foundation's auditors and developing, reviewing and/or recommending improvements to the Foundation's financial reporting process, system of internal controls and processes for monitoring compliance with applicable laws and regulations.

Section 10. Other Committees, Councils and Task Forces: Except as otherwise provided in these By-laws, additional committees, subcommittees, councils and task forces may be appointed only by the Board of Directors, the Chair of the Board of Directors, the President, or the Chair of the Scientific Council. Such committees shall act in an advisory capacity to the Board of Directors or to the body or officer which appointed it.

Section 11. Terms of Committee and Council Members: Unless otherwise provided, the members of all committees and councils shall serve for one (1) year commencing January 1st and until the appointment of their successors. The foregoing shall not limit the application of Article VI, Section 1(k).

Section 12. Number of Members of Committees and Councils: Anything in these By-laws to the contrary notwithstanding, the person or group, as the case may be, entitled under these By-laws to appoint the members of any committee or council may, on written notice to the Board, vary the number of members of such committee or council for a given term.

Section 13. Powers of Committees and Councils: Notwithstanding anything in these By-laws to the contrary, except to the extent permitted under the Delaware General Corporation Law, in no event shall any committee or council appointed pursuant to this Article VII have, or exercise, the powers and authority of the Board of Directors of the Foundation in the management of the business and affairs of the Foundation. All standing committees and councils are responsible to, and report to, 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 Executive Director after consultation with the Board of Directors or the Executive Committee, 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 or the Executive Committee 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 "American Foundation for Suicide Prevention, (geographic identifier)" 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 or the Executive Committee 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 or the Executive Committee at any time upon a determination by the Board or Executive Committee that 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 or the Executive Committee may impose. The Board or Executive Committee may consult with the Chapter Leadership Council on matters pertaining to Charter Agreements where the Board or Executive Committee considers it appropriate.

ARTICLE IX

FISCAL PROVISIONS

Section 1. Fiscal Year: The fiscal year of the Foundation shall be the twelve-month period ending June 30 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 or Executive Committee shall have power, based on the recommendations of the Finance Committee, 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. The Board of Directors or Executive Committee may delegate such powers to one (1) or more Executive Officers of the Foundation and may, from time to time, authorize such person or persons as the Board or Executive Committee may designate to execute and deliver in behalf of the Foundation proxies on stock owned by the Foundation, appointing persons to represent and vote such stock at any meetings of the stockholders, with full power of substitution, and to alter and rescind such appointments. In the absence of any other designation, the Treasurer of the Foundation shall be authorized to execute such proxies.

Section 4. Delegation of Authority For Transfer of Securities: Any person or persons designated by the Board of Directors or the Executive Committee 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 annually 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 by the Executive Director to be reviewed by the Finance Committee, and reviewed and approved by the Board of Directors or Executive Committee.

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 Delaware 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 XI

CORPORATE SEAL

The Corporate Seal of the Foundation shall be Circular in form with the words "American Foundation for Suicide Prevention" on the circumference, and the word "Seal" in the center.

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.