

BYLAWS OF ROCK FOR MENTAL HEALTH

(Date Adopted)

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I. NAME

The name of the organization shall be Rock for Mental Health, hereafter may be referred to as Rock and Run for Mental Health or the organization.

II. PURPOSE

The Organization is formed for the following purposes, without regard to race, gender, color, religion, national origin, ancestry, sexual orientation, age, or physical or mental disability:

- A.** To promote mental health and suicide prevention awareness.
- B.** To promote and conduct fundraising events for the organization and other mental health and suicide prevention-related nonprofit organizations through events like Rock and Run for Mental Health and other related events.
- C.** To promote physical activity, therapeutic resources, community organizations, and the benefits of art and music as a means of improving mental health.
- D.** To disseminate information regarding the organization and its events through online communications, community and social events, and outreach programs.
- E.** The Board of Directors is responsible for recruiting volunteers, members, and donors to assist in the above-mentioned activities.

III. AFFILIATION

This Organization will submit a portion of the annual run registration fee proceeds to a community, music, art, recovery, suicide prevention, or mental health-related nonprofit organization as approved by the event director and board of directors.

IV. EVENT PARTICIPANTS

Participant registration for all events hosted by the Organization will be conducted on an annual basis. The Organization promotes equitable opportunities to event participation and does not discriminate based on characteristics protected by local, state, or federal law. For safety reasons, minors (under 18 or 21 years of age) may be excluded from participation at the discretion of the Board. Individuals who wish to participate in the event shall submit registration fees and sign a waiver of liability for participation in all events hosted by the Organization. Registration in an event does not convey membership in the Organization.

V. BOARD OF DIRECTORS AND ELECTIONS

The Board of Directors and its membership at its Annual Meeting elects Vice President, Treasurer, Secretary, Past President, and Member-at-large. The board may also appoint non-voting members to committee chairperson positions of Event Chair or Director, Mental Health Professional Advisor, Music/Art/Entertainment Advisor, Volunteer Recruitment Chair, Fundraising/Sponsorship Chair, and other positions created and approved by the board of directors.

A. Board responsibilities. The Board is the governing authority and has total oversight over the management of the Organization's affairs. It carries out the mission, purpose, and objectives for the Organization. This general mandate includes, but is not limited to:

- Fiduciary, legal, and strategic oversight, and guiding the organization by adopting sound, ethical policies and monitoring the Organization's activities.
- Reviewing all information provided by the Treasurer and other board members related to oversight for the organization
- Participating in all scheduled board meetings, unless excused for an absence.
- Ensuring adequate resources and financial sustainability for the Organization, which requires fundraising support, promotion and engagement by all directors and chairpersons.
- Serving as ambassadors for the organization.
- Hiring and setting compensation for any independent contractors, race directors, or event staff.
- Board members should be committed to diversity, equity and inclusion and respectfully represent these values in public as a representative of the organization.

B. Board of Directors Members and Duties:

1. Executive Director- To preside over meetings, represent the Organization, monitor officers' quarterly reports, and appoint committees and chairpersons thereof with approval from the Board.
2. Vice-President - To assume the powers of the Executive Director in his/her absence, and to take on special assignments as requested by the Executive Director.
3. Secretary - To record minutes at all meetings in accordance with Roberts Rules of Order, to keep a file of such minutes, oversee the election process for all board members, and, when requested by the Board, to accept assignments involving correspondence and the keeping of records.
4. Treasurer – To oversee the budget planning process with the Executive Director, ensure adequate income available to achieve the budgeted expenses, safeguard the organizations assets, draft

financial policies for board approval, anticipate and report financial problems, ensure the board receives regular and accurate financial statements and that the board members understand the information presented, ensure federal, state, and local reporting takes place, and other duties as requested by the Executive-Director.

5. Past President – To give transitional guidance to the new vice-president and/or director.

6. Member-at-large – To represent the general membership on the board of directors.

C. Term of Office:

The term of office for Vice-President, Secretary, Treasurer, Past President, and Member-at-large shall be one year (12 months), beginning with or at the close of the annual membership meeting. Any Board of Directors member, with exception of the Executive Director, may serve up to a maximum of four years on the board and then must take a year off from the Board. The Executive Director will appoint any board seat vacated during a term, with approval by the Board, within 90 days of resignation from the seat. Appointed terms will end with the term of the seat, which is at the close of the annual membership meeting.

D. Nominations for Board of Directors Elections:

A nominating committee will be formed to assist the Board and be accountable to the membership for recruiting and recommending candidates for nomination that will represent a well-rounded, competent Board of Directors. The committee will review succession planning needs and term limits for board members and make recommendations to help ensure continuity of operations, leadership changes, and DEI for the Board. The committee will alert members to open positions on the Board and encourage nominations based on procedures and deadlines established by the Board, no less than 14 days in advance of the elections.

F. Elections:

All Board members, with exception of the Executive Director shall be elected by a majority vote of those present at the annual membership meeting. Refer to section I.G. regarding Executive Director.

G. Voting:

The Board shall authorize and make notice, no less than 14-days in advance of the meeting, for the allowance of digital (online) voting, or mail-in voting, or in-person voting, or a mix of any of these options.

H. Procedural requirements:

Parliamentary procedure will be carried on at meetings, and every effort will be made to discuss any measures coming before the Board. A majority vote of the Board of Directors present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a bylaw amendment. A quorum shall consist of 3 members. No official meeting shall be held and no business shall be conducted unless a quorum is present.

I. Removal from Office:

As determined by a majority vote of the other board members, an officer or director may be removed from the Board for missing three consecutive regular board meetings without an excuse approved by the Board; engaging in illegal (unlawful) activity; convicted of crime while on the Board; egregious violations of stated Board policies that are not corrected by the Director/Officer following a written warning by the Board. In such a case, the Board member may be removed by a majority vote of the Board.

- A. Board of Directors. The organization management shall be vested in a Board of Directors consisting of thirteen directors.
- B. Quarterly Meetings. Board of Directors meetings will be held once each quarter, and more frequently if called by the Executive Director, at such time and place designated by the Director. The meetings shall be announced at least 2 weeks in advance. All Board of Directors meetings shall be open to all members; members may participate but may not vote.
- C. Special Meetings. Special meetings of the Board of Directors may be called by the Director or at the written request of at least one-third of the Board of Directors.
- D. Notice. Written notice stating the location, day and time of the meeting and, in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than two (2) weeks prior to the date of the meeting to each director entitled to vote at the meeting by regular or electronic mail, by posting notice of such meeting on the organization's web site, or otherwise as the Board of Directors may designate.
- E. Quorum. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business. Each member of the Board of Directors shall be entitled to vote and the act of the majority of those present at the meeting at which there is a quorum shall be the act of the Board of Directors.
- F. Order at Meetings. Robert's Rules of Order shall govern the proceedings at all Board of Directors' meetings when not inconsistent with these Bylaws. The order of business at all regular meetings of the Board of Directors shall be as follows:
 - 1. Roll-call
 - 2. Action on minutes of last meeting
 - 3. Treasurer's report
 - 4. Reports, if any, of any other officers
 - 5. Old business
 - 6. New business
 - 7. Adjournment
- G. Election and Term of Office. The roles of vice-president, treasurer, and secretary shall be voted upon annually by the board. Committee chairs and Member-at-large shall be elected annually by a majority vote of the members present at the Annual Meeting and shall serve for a term of one year. The executive director and shall hold office until resignation, death or removal vote by a majority of board members.
- H. Vacancy. Whenever a vacancy exists on the Board of Directors or in any office, whether by death, resignation, or otherwise, the vacancy shall be filled by appointment of a new director or officer by a majority of the remaining directors at a regular or special meeting of the Board of Directors. Any person appointed or elected to fill the vacancy of a director or officer shall have the same qualifications as were required of the director or officer whose office was vacated. A director or officer may resign at any time upon written notice to the Board of Directors. Any director or officer may be removed, with or without cause, by a two-thirds vote of the Board of Directors at a special

meeting called for that purpose. Any person appointed to fill a vacancy in the Board of Directors or in any office shall hold office for the unexpired term of his or her predecessor, subject to the power of removal described herein.

- I. Compensation. No officer or director shall receive any compensation from the organization.
- J. Liability. The officers and directors shall not be personally liable for the organization's debts, liabilities, or other obligations.
- K. Designation of Officers. The officers of the organization shall be an Executive Director, Vice President, Past President, Secretary, and Treasurer, and Member-at-large. Any two or more offices may be held by the same person.

VI. COMMITTEES & TASK FORCES

The Board of Directors has the authority to create committees and task forces, appoint members, and dissolve committees and task forces as it deems appropriate to carry out the purpose of the Organization. The Board will define the duties and deliverables for all committees and task forces and outline the performance expectations for all members of a committee or task force. All committee and task force members serve for one year or a term as defined by the Board of Directors. The Board is kept informed of the activities and progress of all committees and task forces, and the Board has oversight duties in regard to the final outcome approval, acceptance or rejection, ratification of the actions of a committee or task force.

VII. ANNUAL MEETING

- A. The Board of Directors and its membership shall meet no less than once a year at a date and time established by the Board of Directors and must provide at least 14 days notice to members.
- B. Quorum. The holders of 1/10 of the votes that may be cast at a meeting of members, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of members; provided that, if less than 1/10 of the outstanding votes are represented at said meeting, a majority of the votes so represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting shall be the act of the members, unless the vote of a greater number is required by the General Not For Profit Corporation Act of 1986, 805 ILCS 105/101.01 et seq., the organization's Articles of Incorporation, or the organization's Bylaws. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.
- C. Other Meetings. Other meetings by the Board of Directors may be conducted as deemed necessary by a majority of the Board.

VIII. FINANCES

The Board establishes an annual operating budget and sets membership dues and event entry fees to support the budget. The board may authorize the Executive Director and/or any officer to enter into any

contract or execute and deliver any instrument in the name of and on behalf of the Organization with the approval of the Board majority.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization are signed by authorized officers or employees and in accordance with policies and procedures adopted by the Board. All monies for the Organization are deposited to the credit of the Organization in banks that are members of or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency.

No Organization funds may be deposited in the personal account of a member of the Board. The Treasurer reviews the status of the general fund at least quarterly. At the same time, he/she reviews a forecast of estimated deposits and disbursements for the succeeding quarters. If the Executive Director and the treasurer determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the board.

Purchases exceeding \$1,000 must be approved by two board members. Purchases exceeding \$2000 must be approved by majority vote of the Board of Directors. Purchases will then be added to the next board meeting minutes.

IX. – COMMITTEES

A. Establishment of Committee.

The Board of Directors may establish one or more committees, each of which shall consist of one or more directors. Except as may be Bylaws provided by the Board of Directors, members of committees shall be organization members, and shall be appointed by the Board of Directors. The Board of Directors may dissolve any committee established hereunder.

B. Term of Committee Members.

Each member of a committee shall continue as such until the next annual meeting of members and until his or her successor is appointed, unless such committee shall be sooner dissolved or such member resigns, is removed, or ceases to qualify as a member of the committee. Any member of a committee may be removed by the Board of Directors, whenever in the judgment of the Board of Directors the interests of the organization would be best served by such removal.

C. Vacancy.

Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so appointed shall be appointed for the unexpired term of his or her predecessor.

D. Quorum.

Unless otherwise provided by the Board of Directors, a majority of a committee shall constitute a quorum of such committee, and the act of a majority of committee members present at a committee meeting at which a quorum is present shall be an act of the committee.

E. Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however, that such rules

and regulations shall be consistent with the organization's Bylaws, rules and regulations, and provided further that regular minutes of all proceedings shall be kept.

E. Ex officio.

In the event of no chairperson for the designated committee, the responsibilities of fundraising will be that of the treasurer, and volunteer recruitment chair be that of the member-at-large.

X. AMENDMENTS TO THESE BYLAWS

These bylaws may be amended by a majority of those voting at an annual meeting, as follows: (a) a proposed amendment must be submitted in writing to the Executive Director at least 90-days preceding the annual meeting; (b) the board by majority vote determines its position for, against, or for with a recommended change; and (c) the board returns the proposal along with its position to be included in the notice of the annual meeting.

In emergency or extraordinary situations, as defined by the board, the board waive the 90-day submission deadline and bypass the requirement of including the proposed amendment in the notice of the annual meeting. In such emergency cases the board must communicate the proposed amendment and board position to the membership at least 30-days prior to the annual meeting.

A proposed amendment, which has not been recommended by the board and has been defeated at the annual meeting may not be resubmitted until at least one annual meeting has intervened. The board determines, in its sole discretion, whether an amendment is sufficiently similar to one previously considered to be governed by this subsection.

An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.

The board may renumber, revise, codify and correct any provision in these bylaws, and in the rules, policies, procedures and regulations of the Organization, to eliminate errors, to correct spelling and grammar, to provide consistent numbering and to bring about proper order and sequence, but in so doing it may not change the meaning of any provision

Brandon Damm /S/

Brandon Damm 11/12/2025

Signature of authorized representative _____ Date