



STUDENTS WITH SCHIZOPHRENIA

Students With Schizophrenia empowers student leaders and advocates worldwide through community building and collaboration.

NONPROFIT BYLAWS | 2021

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is “Students With Schizophrenia.” To be more inclusive to the community that we serve, Students With Schizophrenia also carries out business under the name of “Students With Psychosis.”

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

Students With Schizophrenia empowers student leaders and advocates living with psychosis worldwide through community building and collaboration.

ARTICLE III. Executive Board

Section 1. General Powers

The affairs of the corporation shall be managed by its Executive Board. The Executive Board shall have control of and be responsible for the management of the affairs and property of the corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Executive Board members shall be fixed from time-to-time by the Board members but shall consist of no less than three no more than fifteen including the following officers: President, Vice-President, Secretary, Treasurer.

The members of the Executive Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Executive Board must be approved by a majority vote of the members present and voting. No vote on new members of the

Executive Board shall be held unless a quorum of the Executive Board is present as provided in Section 6 of Article III.

Each member of the Executive Board shall hold office for up to six months, with a limit of four consecutive terms, as submitted by the nominations subcommittee. Executive Board members are required to take a one-year absence after the length of four terms before they can return to the Executive Board. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Executive Board shall expire.

It is important to Students With Schizophrenia for Executive Board members to attend quarterly Executive Board meetings, monthly committee meetings, and one-hour of programming each week. Programming includes both video meetings and live chats.

Students With Schizophrenia accommodates busy work schedules and encourages prioritizing health before meeting attendance. If the following absence criteria are met, then Executive Board membership will be reviewed: absent from three consecutive Executive Board meetings/committee meetings (three-month absence) or absent from three consecutive weeks of program meetings (three-week absence).

Section 3. Regular and Annual Meetings

An annual meeting of the Executive Board shall be held at a time and day in the month of January of each calendar year and at a location designated by the Executive Committee of the Executive Board. The Executive Board may provide by resolution the time and place, for the holding of regular meetings of the Executive Board. Notice of these meetings shall be sent to all members of the Executive Board no less than a ten-day window, prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Executive Board may be called by or at the request of the President or any two members of the Executive Board. The person or persons authorized to call special meetings of the Executive Board may fix any location, as the place for holding any special meeting of the Executive Board called by them including virtual.

Section 5. Notice

Notice of any special meeting of the Executive Board shall be given at least twenty-four hours in advance of the meeting by telephone, or electronic methods or by written notice. Any Executive Board member may waive notice of any meeting. The attendance of an Executive Board member at any meeting shall constitute a waiver of notice of such meeting, except where an Executive Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Executive Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Quorum

Thesis presence, in person or virtual of one-third (1/3) of current members of the Executive Board shall be necessary at any Executive Board meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of one-third (1/3) of current members of the members of the Executive Board present at a meeting at which a quorum is present shall allow votes at meetings to be cast; however, it is the majority of votes by active Executive Board members that be the act of the Executive Board, unless the act of a greater number is required by law or by these Bylaws.

Section 7. Forfeiture

Any member of the Executive Board who fails to fulfill any of their requirements as set forth in Section 2 of Article III after review from the Executive Board shall automatically forfeit their seat immediately on the Executive Board. The Secretary shall notify the President in writing that their seat has been declared vacant, and the Executive Board may forthwith immediately proceed to fill the vacancy. Members of the Executive Board who are removed for failure to meet any or all of the requirements of Section 2 of Article III are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 13 of Article III in these Bylaws.

Section 8. Vacancies

Whenever any vacancy occurs in the Executive Board with under six active Executive Board members remaining, it shall be filled without undue delay by a majority vote of the

remaining members of the Executive Board at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Executive Board.

Section 9. Compensation

Members of the Executive Board shall not receive any financial compensation or high value gift in exchange of services as Executive Board members.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Executive Board members, or any action which may be taken at a meeting of Executive Board members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the following notice of the intended action to all members of the Executive Board.

Section 11. Confidentiality

Executive Board members shall not discuss or disclose information about the corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the corporations' purposes, or can reasonably be expected to benefit the corporation. Executive Board members shall use discretion and good business judgment in discussing the affairs of the corporation with third parties. Without limiting the foregoing, Executive Board members may discuss upcoming fundraisers and the purposes and functions of the corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Executive Board. For the purpose of preventing the unauthorized disclosure of confidential information, the parties agree to enter into a confidential relationship concerning the disclosure of certain proprietary and confidential information ("Confidential Information"). For purposes of this agreement, "Confidential Information" shall include all information or material that has or could have commercial value or other utility in the business in which the Disclosing Party is engaged. This confidential relationship is agreed to be respected both throughout the term as an Executive Board member through Students With Schizophrenia and after the conclusion of the Executive Board member term. All content with "Confidential

Information” is only to be shared within NGO network accounts. Abiding by this Confidentiality Agreement includes:

- a. Not sharing names, dates, or monetary value of potential partnerships or sponsorships before the information is made public,
- b. Not sharing student leader, intern, advocate, advisor, volunteer, donor, or other listserves belonging to the nonprofit organization,
- c. Not using listserves belonging to the nonprofit organization or other “Confidential Information” to solicit for personal monetary gain or to establish a nonprofit with similar goals and objectives to Students With Schizophrenia.

Section 12. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert’s Rules of Order.

Section 13. Removal

Any member of the Executive Board or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Executive Board if in their judgment the best interest of the corporation would be served thereby. Each member of the Executive Board must receive written notice of the proposed removal at least a ten-day notice in advance of the proposed action. An officer who has been removed as a member of the Executive Board shall automatically be removed from office.

Members of the Executive Board who are removed for failure to meet the minimum requirements in Section 2 of Article III in these Bylaws automatically forfeit their positions on the Executive Board pursuant to Section 7 of Article III, and are not entitled to the removal procedure outlined in Section 13 of Article III.

ARTICLE IV. OFFICERS

The officers of this Executive Board shall be the President, Vice-President, Secretary, and Treasurer. All officers must have the status of active members of the Executive Board.

Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. The President shall preside at all meetings of the Executive Committee.
- b. The President has general superintendence and direction of all other officers of this corporation and sees that their duties are properly performed.
- c. The President shall submit a report of the operations of the program for the fiscal year to the Advisory Council and members at their annual meetings, and from time to time, shall report to the Executive Board all matters that may affect this program.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President's duties are:

- a. The Vice-President shall have the duty of chairing the Governance Committee and such other duties.

Section 3. Secretary

The Secretary shall attend all meetings of the Executive Board and all meetings of members. If absent, they may be assisted by another Executive Board member when need be and will act as a clerk thereof. The Secretary's duties shall consist of:

- a. The Secretary shall record all votes and minutes of all proceedings. The Secretary in concert with the President shall make the arrangements for all meetings, including the annual meeting of the organization.
- b. The Secretary shall send notices of all meetings to the members of the Executive Board, and shall take reservations for the meetings.
- c. The Secretary shall perform all official correspondence from the Executive Board as may be prescribed by the President.

Section 4. Treasurer

The Treasurer's duties shall be:

- a. The Treasurer shall present a complete and accurate report of the finances raised at each meeting of the members, or at any other time upon request to the Executive Board.
- b. The Treasurer shall have the right of inspection of the funds resting with the Students With Schizophrenia including budgets and subsequent audit reports.
- c. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- d. The Treasurer shall perform such other duties as may be prescribed by the President under whose supervision the Treasurer shall be.

Section 5. Election of Officers

The Nominating Subcommittee shall submit at the meeting prior to the biannual meeting the names of those persons for the respective offices of the Executive Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the biannual meeting of the Executive Board. Those officers elected shall serve a term of six months, commencing at the next meeting following the biannual meeting.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for four consecutive terms only.

Section 6. Removal of Officer

The Executive Board with the concurrence of 3/4 of votes from active members may remove any officer of the Executive Board and elect a successor for the unexpired term. No officer of the Executive Board shall be expelled without an opportunity to be heard and ten-day notice of such motion of expulsion shall be given to the member in writing prior to the meeting at which motion shall be presented, setting forth the reasons of the Executive Board for such expulsion.

Section 7. Vacancies

The Subnomination Committee shall also be responsible for nominating persons to fill vacancies which occur between biannual meetings, including those of officers. Nominations shall be sent in writing to members of the Advisory Council at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE V. COMMITTEES

Section 1. Committee Formation

The Board may create committees as needed. The Board chair appoints all committee chairs.

Section 2. Executive Committee

The President is the chair of the Executive Committee, which includes three other Board members. The four officers, committee chairs, and subcommittee chairs serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Executive Board in the intervals between meetings of the Executive Board, and is subject to the direction and control of the full Board.

Section 3. Finance Committee

The Treasurer is the chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

Section 4. Governance Committee

The Vice-President is the chair of the Governance Committee. The governance committee is responsible for reviewing the governance structures and practices of the organization. These reports and recommendations should be reported both to the Executive Board and to the Advisory Council. The Governance Committee should also appoint a Subcommittee Nomination Chair. The Subcommittee Nomination Chair works closely with the rest of the Executive Board and committee chairs discussions on nominations and the initiation of new members.

ARTICLE VI. STAFF

Section 1: Executive Director

The Executive Board shall hire an Executive Director who shall serve at the will of the Executive Board. The Executive Director shall have immediate and overall supervision of the operations of the corporation, direct the day-to-day business of the corporation, maintain the properties of the corporation, hire, discharge, and determine the salaries and other compensation of all staff members. The Executive Director shall make such reports at the Executive Board and Executive Committee meetings as shall be required by the President or the Executive Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Executive Board. The Executive Director may be hired at any meeting of the Executive Board by a majority vote and shall serve until removed by the Executive Board upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Executive Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in Section 1 of Article VI.

Section 2: General Staff Requirements

Staff shall be appointed or hired by the Executive Director. Staff are responsible for following Students With Schizophrenia community guidelines. The Executive Board can veto a staff appointment or remove a staff member with the concurrence of 3/4 of votes from active members.

ARTICLE VII. COUNCILS

Section 1: Advisory Council

The purpose of the Advisory Council is to advise the Executive Board members and Senior Level Staff by providing additional skill sets to the Executive Board's composition. Requirements include attending quarterly Advisory Council meetings virtually and holding quarterly advisory calls, one-to-one with either the Executive Director or President of the Executive Board (both meetings and calls totaling an eight-hour annual time commitment). Senior Level Staff or Executive Board members nominate the Advisory Council invitees in response to the Governance Committee's biannual SWOT Analysis. A majority vote of Executive Board members is needed to approve Advisory Council member invitees and three-quarters of the vote by Executive Board members to remove. Advisory Council members serve annual terms. The Advisory Council Chair acts as a liaison between the Executive Board and the Advisory Council and schedules and chairs quarterly Advisory Council meetings. The Executive Board President appoints the Advisory Council Chair. Advisory Council meetings are also attended by the President of the Executive Board and by the Executive Director.

Section 2: Honorary Council

The purpose of the Honorary Council is for its members to lend their name in support of the nonprofit on an annual basis in the form of a letter to our donors. Honorary Council members will also be acknowledged for their role within the nonprofit on the nonprofit website and social media channels extending their term. The Honorary Council does not hold meetings; however, the Honorary Council Member is required to have an annual phone call with the President of the Executive Board and Executive Director (30-minutes).

ARTICLE VIII. CONFLICT OF INTEREST AND COMPENSATION

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Students With Schizophrenia) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Students With Schizophrenia or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

a. Interested Person

Any Executive Board member, officer, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

Section 3. Procedures

a. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Board members and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. In the case of the President being the interested person, then the disinterested person or committee to investigate alternatives to the transaction or arrangement would be the Vice-President or next in leadership following as Treasurer and then Secretary.

3. After exercising due diligence, the governing Board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested Executive Board members whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the

basis for such belief and afford the Executive Board member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the Executive Board member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the Executive Board member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing Board and all committees with Board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

a. A voting member of the Executive Board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

d. No recipient of a charitable donation, scholarship, or financial aid from Students With Schizophrenia may be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Executive Board or a member of Senior Staff.

Section 6. Annual Statements

Each Executive Board member, officer and member of a committee with governing Board delegated powers shall sign a statement every six months which affirms such person:

- a. Has received a copy of the conflicts of interest policy
- b. Has read and understands the policy
- c. Has agreed to comply with the policy
- d. Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes

Section 7. Periodic Reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of Pennsylvania, the corporation shall indemnify any member, Executive Board member, director, employee, or agent, or former member, Executive Board member, director, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in Article IX individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, Executive member, director, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any Bylaw, agreement, resolution of the Executive Board, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Executive Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted

against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under Article IX.

ARTICLE X. BOOKS AND RECORDS

The corporation shall keep complete books and records of accounts and minutes of the proceedings of the Executive Board. Financial reviews shall be reported annual to the Executive Board and prepared by the Finance Committee and Executive Director overseen by the Executive Board Treasurer. Physical copies of legal documents and these Bylaws are kept by the President, Secretary, and Executive Director, and it is the responsibility of the Secretary to make legal documents and meeting minutes digitally accessible to all Executive Board members.

ARTICLE XI. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Executive Board, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all officers then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of Executive Board members then in office.

Section 2. Bylaws

The Executive Board may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each Executive Board member within the time and the manner provided for the giving of notice of meetings of directors.

ARTICLE XII. DISSOLUTION

In the event of a dissolution of the corporation, all debts will be paid off, and all assets will be redistributed to other charitable organizations with 501(c)(3) nonprofit status.