

**BYLAWS OF
OVERDOSE AWARENESS OF DELTA COUNTY
(OADC)**

ARTICLE 1 — NAME AND PURPOSE

Section 1 - Name:

The name of the organization shall be Overdose Awareness of Delta County. The business of the organization may be conducted as Overdose Awareness of Delta County or OADC. It shall be a nonprofit organization incorporated under the laws of the State of Michigan.

Section 2 - Purpose:

Overdose Awareness of Delta County is organized exclusively for educational and public not-for-profit activities.

The purpose of this organization is:

- a. Provide an effective forum for interaction, problem solving, and discussion within the community regarding the dangers of overdose from drug usage, abuse of controlled substances, and the use or purchase of any type of mind-altering substances obtained off the internet or in any other settings.
- b. Provide access and direction for prevention services and both early and continuing educational resources for the community involving opioids and other potentially harmful drugs.
- c. Provide resources and information for individuals that are actively involved with substance abuse, including treatment and counselling programs.
- d. Provide the community with access to Narcan and Fentanyl Testing Strips (and any other similar type products) in free, easy-access, participant anonymous locations, for access to immediate opioid overdose interventions and preventions.
- e. Assist local agencies and bodies (including law enforcement, first responders, other nonprofit organizations, and Federal and State government agencies) with their efforts to reduce the deaths in our community from accidental overdoses by supporting their efforts and their collective actions towards these efforts.
- f. Provide events in the community that will promote activities for the participants while still educating and informing them of the dangers of substance abuse and overdose.

ARTICLE 11 — MEMBERSHIP

Section 1 - Membership:

Membership shall consist of the board of directors. The organization shall have no other members who have any right to vote or title or interest in the organization, its properties, or its holdings. Volunteers and interested parties may attend meetings, address the board, and offer opinions and assistance with both activities and events, but will not hold voting rights to those determinations as voted on by the board.

ARTICLE 111 — BOARD OF DIRECTORS

Section 1 - Board role, size, and compensation:

The board is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the staff and committees.

The board shall have up to 15, but not fewer than 5 members. The board receives no compensation other than reimbursement for reasonable and documented expenses.

Section 2 - Terms:

All board members shall serve one-year terms, and are eligible for re-election for consecutive terms.

Section 3 - Meetings and notice:

The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written, electronic, or text notice at least one week in advance of said meeting.

Section 4 - Board elections:

During the last quarter of each fiscal year of the corporation, the board of directors shall elect directors to replace those whose terms will expire at the end of the fiscal year.

This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 5 - Election procedures:

New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6 - Quorum:

A quorum must be attended by at least one-third of elected board members for business transactions to take place and motions to pass.

Section 7 - Officers and Duties:

There shall be four officers of the board, consisting of a president, vice-president, secretary and treasurer.

Their duties are as follows:

The president shall convene and preside over regularly scheduled board meetings, and if not available to attend and preside over a meeting, shall arrange for other members of the Elected Officers to preside at the meeting in their absence, and in the following order: vice-chair, secretary, treasurer.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the annual budget, help develop fundraising plans, make financial information available to board members and the public and ensure that appropriate financial records are maintained.

Section 8 - Vacancies:

When a vacancy on the board exists mid-term, the secretary must receive nominations to fill that position from the remaining board. These nominations may be selected and voted upon either during the board meeting when the nominations are received, or the voting may be scheduled at a future board meeting if so requested by the remaining board. A quorum of votes of attending board members is required for the selection to be approved. These vacancies will be filled only to the end of the particular board member's term. If there are no candidates selected, the remaining board members may continue with their duties and obligations, providing the membership of the board does not fall below 5 members.

Section 9 - Resignation, termination and absences:

Resignation from the board must be in writing and received by the secretary. A board member may be terminated from the board due to excess absences in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 - Special meetings:

Special meetings of the board shall be called upon the request of the president, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least one week in advance.

Section 11 - Remote communication for meetings:

Any meeting of directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 3 and if the number participating is sufficient to constitute a quorum as described in Section 6. Remote communication includes but is not limited to telephone, video, the Internet, or such other means by which persons may communicate with

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