

AMERICAN ASSOCIATION OF SUICIDOLOGY BY-LAWS

ARTICLE I - NAME

The name of the organization shall be the American Association of Suicidology.

ARTICLE II - PURPOSE

Section 1. PURPOSE: - The American Association of Suicidology (AAS) is a nonprofit organization and operated exclusively for such purposes that may qualify it as an organization described in section 501 (c) (3) of the Internal Revenue Code. AAS is a membership organization for all those involved in suicide prevention and intervention, or touched by suicide. AAS leads the advancement of scientific and programmatic efforts in suicide prevention through research, education and training, the development of standards and resources, and survivor support services. The Association seeks to advance suicidology as a science and promote the initiation and enhancement of life saving services.

Section 2. OBJECTIVES: AAS will foster collaboration among stakeholders to advance the knowledge of suicide and self-destructive behavior and to disseminate that knowledge through education, training, policy, and other initiatives.

Section 3. STANDARDS: The AAS will establish, and periodically review, standards for the delivery of suicide prevention and intervention services.

Section 4: ACTIVITIES: The objectives of the Association will be pursued through multi-disciplinary efforts such as conducting conferences and workshops related to suicidology, by encouraging and supporting research, publications, and other educational endeavors related to suicidology, and by cooperating with other organizations in the advancement of knowledge and in the implementation of the general objectives of the Association. There shall be an Annual Conference held in the Spring of each year. This conference shall be opened to all members of the Association and non-members.

Section 5: PROHIBITED ACTIVITIES

- A. Specific Prohibitions.** At all times, and notwithstanding any merger, consolidation, reorganization, termination, dissolution or winding up of the organization (whether voluntary, involuntary, or by operation of law), or any provision hereof:
- a. No part of the assets or net earnings of the organization shall inure to the benefit of, or be distributable to, the organization's members, directors, officers, contributors, employees or any other persons, except that the organization shall have the authority to pay reasonable compensation for services actually rendered to or for the organization and to make

- payments and distributions in furtherance of the purposes set forth in Article II hereof.
- b. No loans shall be made by the organization to any member, director, officer, contributor or employee of the organization.
 - c. The organization shall never be operated for the primary purpose of carrying on a trade or business for profit.
 - d. At no time shall the organization engage in any activities that are unlawful under the laws of the United States or any state where any of its activities are conducted.
 - e. No solicitation of contributions to the organization shall be made, and no gift, bequest, or devise to the organization shall be accepted, upon any condition or limitation that would pose a substantial risk of disqualifying the organization as a corporation described in Section 501 (c) (3) of the Code (or the corresponding provision of any future federal income tax law) and exempt from any federal income tax under section 501 (a) of the Code (or the corresponding provision of any future federal income tax law).

B. General Prohibitions. Notwithstanding any other provision of these Bylaws or of the Association's Articles of Incorporation, the organization shall not engage in or carry on any activities that would pose a substantial risk of disqualifying the organization as a corporation described in Section 501 (c) (3) of the Code (or the corresponding provision of any future federal income tax law) and exempt from any federal income tax under section 501 (a) of the Code (or the corresponding provision of any future federal income tax law).

Section 6. SCOPE: Recognizing the scope of suicidology, the AAS, through its officers and members, will continue to foster and strengthen the relationship of international members and organizations of similar interest and scope. Active representation by international members, and the development of international institutes and standards for certification, will serve to solidify the global scope of AAS.

ARTICLE III - MEMBERSHIP

Section 1. CRITERIA: Association membership is open to those professional, volunteer, and community persons who have expressed a substantial and responsible interest in suicidology, suicide and life-threatening behavior, and crisis intervention/prevention activities.

Section 2. CATEGORIES: The Association shall consist of the following categories of membership: Honorary Members, Individual Members, Organizational Members, Volunteer Associates, Student Members, and Fixed Income/Retired Members.

A. HONORARY MEMBERS: Honorary Members shall be elected only by a majority of the Board of Directors. They shall have all the rights and privileges of Regular Members. Past- Presidents will become Honorary Members upon their request at the time of retirement.

B. INDIVIDUAL MEMBERS: Individual Members shall be persons who have manifested a substantial and responsible interest in suicidology or suicide and crisis intervention and prevention activities, and who are not eligible for other categories of membership.

C. ORGANIZATION MEMBERS: Organizations and programs providing suicide and crisis intervention and prevention services are eligible for Organization Membership in the Association. Organization Members shall be required to meet standards established by the Association.

D. VOLUNTEER ASSOCIATES: Individuals active as volunteers in organizations and programs that have achieved Organization Membership are eligible for membership as Volunteer Associates.

E. STUDENT MEMBERS: Student Members shall be individuals who are students in an undergraduate and graduate program leading to a degree in a professional field.

F. FIXED INCOME/RETIRED MEMBERS: Individuals who are retired and/or on fixed incomes are eligible for membership in this category at a 20% reduction.

Section 3. ANNUAL DUES: Annual dues shall be required of all members, except Honorary Members. Dues shall be fixed by the Board of Directors and shall be payable on the yearly anniversary of the date the member joined. Non-payment of dues for one year shall be considered as a request for resignation from the Association.

Section 4. STRUCTURE: All members, regardless of category, are entitled to join one or more divisions, though they will all designate a primary division affiliation which best suits their primary focus or relationship to the field of suicidology.

- A. Current Membership Divisions
1. Clinical Division
 2. Crisis Centers Division
 3. Prevention Programs Division
 4. Research Division
 5. Survivors Division

B. Divisions may be added or removed based on the percentage of members who self-identify their primary affiliation with a particular division. For a division to be created and/or sustained, at least 5% of the membership must identify that division

as their primary affiliation within the Association. Divisions in which less than 5% of the members of the Association identify as their primary affiliation for a 2-year period will be subject to removal. Likewise, the creation of a division may occur if, and when, 5% of the membership designate a new proposed division as their primary division.

C. The members of the Association elect each division Director who will serve as a member of the Board of Directors for a 3 year term. The Director of each division is responsible for representing the voice of his/her particular division on the Board of Directors.

Section 5. PROCEDURES: The Board of Directors shall establish standards for membership, as well as procedures for the procurement and approval of applications. The Board of Directors shall also establish procedures for the suspension and termination of membership privileges. Any member whose dues are one (1) year in arrears shall be suspended from membership. No members shall be dropped from membership for inappropriate conduct without an opportunity to examine any evidence and to be heard by the Board of Directors. A vote of three-fourths (3/4) of the Board of Directors shall be required to terminate membership.

Section 6. ANNUAL MEETING: During the Annual Conference, there shall be a Membership Meeting run by the president to update the members on the status of the organization as well as an opportunity for members to provide their voice regarding the Association. At this meeting a report to the membership shall be made from the Board of Directors. This report shall include a summary of the activities of the Association during the year and the current financial shape of the Association.

ARTICLE IV - OFFICERS

Section 1. DESIGNATIONS: The officers of the organization shall be chosen by the Board of Directors,
or elected by the membership, as designated below.

Section 2. POWERS: The officers of the organization shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be determined by the Board of Directors.

Section 3. TERM OF OFFICE; REMOVAL: The President and President-Elect will serve two year terms. The Secretary shall serve a two year term, and may not serve for more than two consecutive terms. The President, President-Elect, and Secretary shall all be elected by the membership of the Association, and will assume office upon the close of the first Membership Meeting after they have been elected. The Chair of the Board and Treasurer, who shall be elected by the Board, shall serve three year terms, and can be re-elected to two consecutive terms of office. With the exception of the chair of the Board, officers cannot hold more than one office on the Board simultaneously. Any officer may be removed by a three-fourths (3/4) majority vote of the Board of Directors at any time when, in the Board's judgment, the best interests of the organization will be served thereby.

Such removal shall not prejudice the contract rights, if any, of the person so removed. Any vacancy occurring in any office of the organization that is elected by the Board may be filled for the unexpired portion of the term by the Board.

Section 4. OFFICERS: The Officers of the Association shall be Chair of the Board, President, President-Elect, Secretary, and Treasurer.

A. **DUTIES OF THE CHAIR OF THE BOARD.** The Chair of the Board shall be the presiding officer of the Board and Executive Committee, and preside at all business meetings of the Board, Executive Committee, and the Association. The Chair of the Board shall have general supervision over its officers and agents. He or she shall see that all resolutions of the Board are carried into effect. He or she shall approve the chairs of standing and ad hoc committees of the Board, where not elected by the Board or otherwise designated; shall sign all contracts entered into by the Association with a value in excess of such amounts established by the Board of Directors; shall call special meetings as deemed necessary; and shall serve as a member ex- officio of all Board Committees. The Chair of the Board shall be affirmed by majority vote of the Board of Directors.

B. **DUTIES OF THE PRESIDENT:** The President shall be the presiding officer of the AAS and shall also be a member of the Board of Directors and the Executive Committee. The President represents the overall voice of the association and guides the organization forward through initiatives, collaborations, and discussion with current members and the Board of Directors. The President is in frequent contact with the AAS Central Office and provides assistance to the President-elect for conference preparation. The President is elected by the membership and assumes the presidency after serving two years as President-elect. The President shall provide professional leadership to the Membership.

C. **DUTIES OF THE PRESIDENT-ELECT:** The President-Elect is elected by the membership and shall serve in the office of the President for two years immediately following the term as President-Elect. The President-Elect shall be a member of the Board of Directors and the Executive Committee. The President-Elect shall be primarily responsible for the Annual conference and shall appoint and manage the Program Chair and committee for each of the two years he or she is serving as President-Elect.

D. **DUTIES OF THE TREASURER:** The Treasurer shall be responsible for the receipts, deposits, disbursements, and withdrawals of all funds and other valuable effects of the Association. The Treasurer shall render financial reports at each meeting of the Board and at the Membership Meeting at the annual conference. The Treasurer shall arrange to have all accounts examined annually by a certified public accountant and render an accurate accounting to the Board. The Treasurer, in cooperation with appropriate employees of the organization, is responsible for the preparation of the annual fiscal year budget to be presented for approval to the Board at a regularly

scheduled fall Board meeting.

E. **DUTIES OF THE SECRETARY:** The Secretary shall keep the minutes of the meetings of the Board. He or she shall send copies of the minutes of all meetings to each member of the Board and shall see that books, reports, and statements are kept, and shall perform all other duties as may be assigned to him or her from time to time by the Chair of the Board or by the President. The Secretary shall be elected by the membership of the Association for a two-year term.

Section 5. RESIGNATIONS; VACANCIES: Any officer may resign at any time by delivering a written resignation to the Board, Chair of the Board, President, or Secretary. Such resignation shall be effective upon delivery or as of the effective date set forth in the resignation. Vacancies in the offices of Chair, Treasurer, and Secretary occurring before the expiration of terms of office shall be filled by the Board for the remainder of the respective term. If a vacancy occurs in the Presidency, the President-Elect shall fill the unexpired term, plus the following term as President. Vacancy in the position of President-Elect shall be filled by a special election by the membership of the Association. Vacancies of Division Directors will be made by the Executive Committee of the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

Section 1. CHARGE/GENERAL DUTIES OF THE BOARD: The Board of Directors shall conduct and ensure the affairs of the Association in conformity with the by-laws and the enactments of the Association. The Board of Directors shall oversee and approve all plans and actions for the organization, such as financial, policies, procedures, programs, and services; and would perform strategic planning and set direction for the Association. The Board shall have the power to authorize expenditures of money and to establish operative budgets. The Board shall establish dues for the various categories of membership. The Board shall maintain committees and task forces authorized by the Association, and provide general leadership and direction in helping the Association achieve its objectives. The Board will hire and annually appraise the Executive Director.

Section 2. APPOINTMENT/TERM OF OFFICE: The Board shall consist of the President-Elect, President, Secretary, and the Directors of the Clinical, Crisis Centers, Prevention Programs, Research, and Survivor Divisions, all of whom are elected by the membership. Additional Directors (Non-Elected Board members) may be nominated by any current member of the Board, approved by the Executive Committee, and elected to the Board by majority vote of the Board. Terms of office are for three years with a maximum of one renewable three-year term. Presidents, upon completion of their term, may, if they request and are approved by the Board, become a Director for a term to be determined by the Board but not to exceed three years. Terms of office may be staggered by the Board to ensure a continuation of the Board's business without a period of significant and concurrent turnover in Board membership. Terms for these additional Non-Elected board members may be extended beyond the six-year term limit to allow AAS to maintain effective board operations and critical expertise. Extension of non-elected board member terms will require $\frac{3}{4}$ approval vote of full board. The members of the Board not elected by the

membership shall be individuals who have an interest in the success of AAS and have expertise to aid in the development of the organization.

Section 3. VOTING: Each Director shall have one (1) vote. The Chair of the Board only casts a vote in such situations where her/his vote will change the outcome of the voting (i.e., to break a tie vote).

Section 4. NUMBER: The Board shall consist of no less than 14 and no more than 21 individuals with voting powers.

Section 5. MEETINGS: The full Board shall meet regularly with a minimum of 3 meetings per year. Additional meetings may be called by the Chair or by a majority vote of the Board of Directors. The Board may hold meetings either within or without the District of Columbia.

Section 6. SPECIAL MEETINGS: Special Meetings of the Board may be held at the call of any member of the Executive Committee and either (a) the executive director or (b) two Board of Directors.

Section 7. QUORUM: A majority of the members of the Board shall constitute a quorum. Actions taken in the absence of a quorum may be ratified by mail votes of the Board members absent.

Section 8. MEETINGS BY TELEPHONE: The Board, or members thereof, may participate in a meeting by means of a conference telephone call or by similar communications activity, provided that all directors participating in the meeting shall constitute presence at such meeting.

Section 9. REMOVAL: A Director of the organization may be removed at any time for cause (including failure to attend a substantial number of meetings) by the affirmative vote of a majority of Directors present at a meeting of the Board, duly called, at which a quorum is present. For purposes of this section, a Director shall be considered "present" at a meeting if such Director is represented by proxy, and such Director may vote by authorizing another person or persons in writing to act for him or her by proxy.

Section 10. STANDING COMMITTEES: The Board shall establish and manage, and Directors shall chair, committees and task forces as it deems necessary. At a minimum, the following Committees shall be so established:

A. Finance and Audit Committee. The charge of the Finance and Audit Committee is to assist the Treasurer in preparing the annual budget, overseeing the accounting of the Association's finances, and ensuring the successful completion of the annual audit of the Association's finances. The Treasurer shall chair the Finance and Audit Committee which shall have between 3 and 5 additional members with an understanding of financial issues.

- B. Annual Conference Committee.** The Annual Conference Committee is chaired by the President-elect and is responsible for selecting a conference theme and inviting keynote speakers. The program chair will work closely with Central Office and the President-elect, to organize the program and meet the designated timelines. The Division Directors will serve on the committee and assist the Program Chair in soliciting and reviewing workshop, panel, and paper proposals.
- C. Nominations.** The Nominations Committee shall consist of all previous Presidents of the Association willing to serve and a member of each division appointed by the Division Director for a one-year term. The chair of the Nominations Committee will be determined by members of the Nominations Committee.
- D. Other Committees and Task Forces.** The Chair may establish other committees and task forces to execute activities of the Association. Such committees may be established for specific periods of time or to accomplish specific missions.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1. COMPOSITION: The Executive Committee shall consist of the Chair of the Board, President, President-Elect, Treasurer, Secretary, and 2 others appointed by the Chair. The Executive Director shall participate as a non-voting member of the Executive Committee.

Section 2. DUTIES: During intervals between meetings of the Board of Directors, the Executive Committee shall act on behalf of the Board when time does not permit full consultation with all Board members. The Committee shall operate within the general policies, budgets, and guidelines established by the Board. The Committee will oversee the implementation of the long-range plan, establish procedures for and monitor financial activities of the Central Office.

Section 3. MEETINGS: Meetings of the Executive Committee shall be called by the Chair of the Board or upon request of three members of the Committee. A majority of the Committee shall constitute a quorum for the transaction of business, as well as for the enactment of all committee decisions. The Board of Directors may authorize special responsibilities to the Executive Committee in order to insure proper and timely execution of its obligations.

ARTICLE VII - CENTRAL OFFICE

Section 1. CENTRAL OFFICE: The Board of Directors shall maintain a Central Office for the transaction of the business of the Association. The Board shall have the power to employ such personnel as may be needed for the administration of the Association's activities. The Board shall establish such procedures and policies as necessary for the proper

administration of the Central Office.

Section 2. EXECUTIVE DIRECTOR: The Board of Directors shall employ an Executive Director who shall be under the supervision of the Board of Directors and the Executive Committee who shall be the chief operating officer of the Association, and shall have general charge of the business, affairs, and property of the Association.

- A. The Executive Director shall carry out the objectives and purpose of the Association and shall be responsible for executing the program approved by the Board of Directors and for the performance of duties and obligations as determined by the by-laws and policies and decisions of the Board of Directors. The Executive Director shall assist, as needed, Chair of the Board and President.
- B. The Executive Director shall provide intellectual leadership to the Association and serve as spokesperson for the Association.
- C. The Executive Director shall be responsible for the management and implementation of the business and strategic plan of the Association and shall have authority to employ, supervise, and release staff (volunteer and/or paid).
- D. The Executive Director, with the assistance of the Treasurer, shall prepare an annual report of the work of the Association.
- E. The Executive Director shall, upon request, meet with and advise the Board of Directors and its Executive Committee, and all other committees. The Executive Director shall serve as a non-voting member on the Board of Directors and its Executive Committee.
- F. The Executive Director shall be evaluated annually by the Executive Committee.

ARTICLE VIII - ELECTIONS

Section 1. VOTING: All members in good standing shall be entitled to vote for the President-Elect, Secretary, and the Division Directors. Election of candidates to office shall be by a plurality of the total votes cast.

Section 2. BALLOTS: All elections shall be conducted by secret ballot by mail, or secure electronic means. Ballots, except for special elections, shall be sent at least thirty (30) days prior to the Annual Conference, and shall not be counted unless returned within the allowable time specified in the ballot.

Section 3. TIE-VOTE: Should there be a tie-vote, following a second confirmation count, the candidates in question will be voted on by the full Board of Directors membership by secret ballot by mail or secure electronic means. This will occur in as timely fashion as possible, with a stated time limit for the returning ballots to be valid.

ARTICLE IX - FINANCES

Section 1. EMPOWERMENT: The Board of Directors shall be empowered to receive, hold, and invest funds and to disburse sums in payment of indebtedness lawfully incurred on behalf of the Association.

Section 2. INCOME: All income belongs to the Association. Any surpluses or deficits from budgetary units shall be credited to or charged to the general funds of the Association. All funds of the Association not otherwise employed shall be deposited in such banks or trust companies as the Board may from time to time determine or approve upon recommendation of the Treasurer.

Section 3. TREASURER: The Treasurer shall be the custodian of all funds of the Central Office through the Executive Director of the Association. An accounting of finances shall be presented to the Board at each board meeting.

Section 4. FISCAL YEAR: The fiscal year of the Association shall be from January 1 to December 31 of each year. The fiscal year may be changed by the Board in the interest of economy and efficiency as it sees fit.

Section 5. BUDGET: The annual budget of the Association, prepared by the Treasurer, shall be approved by the Board at a regularly scheduled fall meeting or any such similar meeting should the fiscal year be changed.

Section 6. FISCAL POLICIES. The Board shall approve fiscal policies for the Association and ensure that said policies are adhered to. The Finance and Audit Committee shall receive the Association's annual audit as presented to it by a certified public accountant and a person, independent of the Board, whose responsibility is to provide a presentation and interpretation of said audit to the Board. Copy of the completed audit shall be provided to each member of the Board.

ARTICLE X - AMENDMENTS

Section 1. BY-LAWS: The Board of Directors may adopt such By-laws and amendments to By-laws as are deemed necessary for the management of the affairs of the Association.

Section 2. AMENDMENTS TO THE BY-LAWS: May be proposed to the Board of Directors or by any member of the Association who is in good standing with the Association.

Section 3. TWO-THIRDS VOTE: By-laws and amendments to By-laws shall be adopted upon receiving two-thirds vote of the Board of Directors, provided that such notice to adopt, alter, or repeal these By-Laws, or to adopt new By-Laws, was included in the notice of such meeting, such notice to have been given in writing at least fifteen (15) days prior to such meeting; followed by a simple majority vote cast by mailed secret ballot or secure electronic means of the membership.

ARTICLE XI - PROCEDURE

Section 1. RULES OF ORDER: Robert's Rules of Order shall govern all the meetings of the Association, except when inconsistent with the By-laws of the Association.

ARTICLE XII- NON-DISCRIMINATION

Section 1. NON-DISCRIMINATION: The members, officers, committee members, and employees of the Association shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, national origin or sexual orientation, gender identity, or any other basis prohibited by the laws of the United States or of the state in which its central office is located.

ARTICLE XIII - CONFLICT OF INTEREST

Section 1. CONFLICT OF INTEREST: A Board member receiving compensation from the Association either in the form of direct payment from the Association or through contract with third parties must fully disclose such compensation to the Board via notification in writing to the Executive Committee within 30 days of receipt of such compensation or making such contractual agreements. Any Board member must recuse him/herself from all further Board decisions regarding the third party organizations or the projects from whom he/she receives or has ever received compensation.

ARTICLE XIV - LIMIT ON PERSONAL LIABILITY

Section 1. PERSONAL LIABILITY: Directors, Officers, agents, and employees shall not be personally liable for monetary damages in matters related to the Association except:

A. Acts not in good faith that involve intentional misconduct or knowing violation of the law or these by-laws.

B. An act or omission that is grossly negligent.

Section 2. DIRECTORS' INSURANCE: The Association shall purchase Directors' and Officers' Insurance.

March 1968
March 1971, First
Revision October
1972, Second
Revision October
1975, Third Revision

October 1979, Fourth
Revision August
1982, Fifth Revision
July 1986, Sixth
Revision
March 1988, Seventh
Revision July 1989,
Eighth Revision
September 1990, Ninth
Revision April 1991,
Tenth Revision
April 1995, Eleventh
Revision April 1996,
Twelfth Revision
September 1996, Thirteenth
Revision April 2000,
Fourteenth Revision
April 2001, Fifteenth
Revision October 2001,
Sixteenth Revision April
2002, Seventeenth
Revision April, 2004,
Eighteenth Revision
August, 2005 Nineteenth
Revision May 27, 2006
Twentieth Revision July,
2006 Twenty-First
Revision
December, 2008, Twenty-Second
Revision March, 2011, Twenty-Third
Revision
January 1, 2014, Twenty-Fourth
Revision

Signed: _____

Dated: _____

Position: _____

Signed: _____

Dated: _____

Position: _____