



**BYLAWS  
OF  
RECOVERY INTERNATIONAL**  
Recovery International is a 501(c)(3) not-for-profit  
organized and operated exclusively  
as detailed in U.S. Internal Revenue Code

**ARTICLE I  
Offices**

Recovery International shall continuously maintain in the State of Illinois a registered office and a registered agent.

**ARTICLE II  
The Corporation**

Programs provided by Recovery International are based upon Chicago neuropsychiatrist Abraham Low's cognitive behavioral training system and philosophy. Participants in the programs learn Low's concepts through peer-to-peer interaction in regularly scheduled meetings. All meetings follow a structured format that includes as its core the four-part example, feedback from peers, and mutual support. Meeting leaders are trained in and adhere to the Recovery International Method. Participants in the programs develop the self-reliance and skills needed to lead more peaceful and productive lives.

2.1. PURPOSES. Recovery International provides self-help programs based on the cognitive behavioral training system created by Abraham Low, M.D. to empower anyone with mental health symptoms, behavioral symptoms, and everyday stress, to lead a more peaceful and productive life. Such services will be provided in a non-discriminatory manner. Among its purposes are:

- a. To make available to a person with mental health symptoms, behavioral symptoms, and every day stress a systematic method of self-help based on the Recovery International principles developed by Abraham Low, M.D.
- b. To serve as a worldwide resource on the Recovery International principles developed by Abraham Low, M.D.
- c. To educate and make available to the community the benefits of the Recovery International training system and its programs.
- d. To solicit, collect and receive gifts, bequests, devises or grants of real or personal property, to accept the same subject to such restrictions as may be imposed thereon from individuals, estates, trusts, associations, corporations or other entities, all to or for the benefit of, or to carry out the purpose of the Corporation, in the advancement of its charitable purposes.

Recovery International is organized and shall at all times be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

## 2.2. LIMITATIONS.

No activities of the Organization shall attempt to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

## 2.3. DISSOLUTION.

Upon dissolution of the Organization, the Board of Directors, after paying or making adequate provision for the payment of all the liabilities of the Organization, shall distribute any remaining assets to tax exempt organizations that provide similar services as Recovery International. Any assets not so disposed of shall be disposed of by the Circuit Court of Cook County, Illinois.

## 2.4. ANNUAL MEETING OF RECOVERY INTERNATIONAL

The annual meeting of Recovery International shall be held in May of each year or at such other time as the Board may see fit, in a manner to be determined by the Board of Directors.

# **ARTICLE III Board of Directors**

3.1. GENERAL POWERS. The affairs of Recovery International shall be managed by staff under the direction of its Board of Directors.

3.2. NUMBER, QUALIFICATIONS. The number of elected Directors shall not be less than nine (9) nor more than fourteen (14). Phyllis Low Berning and Marilyn Low Schmitt will be Directors with a vote for their lifetimes. However, they shall not be included in the total number of elected Directors, nor shall they count toward a quorum of elected Directors. The Chief Executive Officer (CEO) shall be an ex-officio non-voting Director. Directors shall be at least 21 years of age, and at least 1/3 of the Directors will have been active participants in using the Recovery International training system in their lives.

Directors shall:

- a. Have knowledge of and demonstrated interest in the mission of Recovery International and be willing to devote the time necessary to serve as a Director; and
- b. Have specific experience, knowledge or training in at least one element of Recovery International's operations (e.g. administration, provision of mental health services, finance, personnel, public relations, development, legal services, etc.); or
- c. Possess resources (either personally or through personal and business contacts) to support the financial obligations of the Directors of Recovery International.

**3.3 RESPONSIBILITIES OF BOARD MEMBERS.** All members of the Board of Directors have the following responsibilities to Recovery International:

- a. Participate in establishing policies to advance the mission of the Organization.
- b. Ensure proper use of the Organization's assets.
- c. Be well informed of issues facing Recovery International.
- d. Attend at least 3/4 of the Board meetings per year.
- e. Assist the Organization to build its mailing list and recruit volunteers at various levels.
- f. Actively participate in the activities of Recovery International, including its fundraising efforts.
- g. Contribute or obtain from others an annual financial donation; with 100% participation from the Board.
- h. Follow Recovery International's Code of Ethics and Conduct.

If a Board Member fails significantly to meet the above stated responsibilities without compelling reasons, then the Board has the authority to request the individual's resignation. If they do not resign upon request, the Board may vote to remove them.

**3.4. ELECTION OF DIRECTORS.** Directors shall be nominated by a Board Member and elected at a Board Meeting. Any member of Recovery International may suggest a candidate to a Board member for consideration. A Director's membership to the Board begins immediately after their election.

**3.5. REGULAR MEETINGS.** There shall be at least four (4) Board meetings each year. The President of the Board shall determine the date, time and manner of such meetings.

**3.6. SPECIAL MEETINGS.** Special Meetings of the Board of Directors may be called by or at the request of the President or by at least half of the Board of Directors. All Board Members shall be notified of Special Meetings electronically at least one (1) week prior to the date of the Special Board Meeting. The memorandum calling for a special meeting shall state the date, time, manner and specific agenda for that meeting. In the event of urgent business, the Board may be convened within 48 hours for a Special Meeting, provided Board Members are messaged by both email and telephone.

3.7. QUORUM. A simple majority of the elected members of the Board of Directors shall constitute a quorum for any meeting of the Board of Directors. A quorum is the minimum number of elected Directors who must be present to conduct business. If less than a quorum is present in person or by electronic participation, the meeting may adjourn without further notice.

3.8. ELECTRONIC PARTICIPATION. The Board, or any Board Committee thereof, may participate in and act at any meeting through the use of an online program such as Zoom, or a conference telephone call, or through other voice communication equipment -- including computers -- by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance at the meeting and be counted as part of the quorum.

3.9. MANNER OF ACTING. The act of a majority of the elected Directors in person or electronically at a meeting at which a quorum is present shall be the act of the Board of Directors. No Director may act by proxy on any matter. A Board Member who knows in advance a matter will require a Board vote, but who must miss that Board meeting out of necessity, may indicate their vote on that matter before the meeting begins to either the President of the Board or the CEO in writing and thus vote in absentia. The following matters shall be reserved to the Board:

- a. The employment or termination of employment of the Chief Executive Officer (CEO).
- b. The decision to purchase or sell an interest in any real estate.
- c. Taking out a loan in any amount.
- d. The approval of the annual budget.
- e. Amending the Bylaws.
- f. Policies to establish or close any lines of programming.
- g. Entering into any affiliation, merger, or decision to dissolve the Organization.
- h. Decision to remove a Board Member.

3.10. VACANCIES. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors as per section 3.4.

3.11. RESIGNATION AND REMOVAL OF DIRECTORS. A Director may resign at any time upon written notice to the Board, with the resignation to take effect at the time specified in the notice; and if none, then at the next meeting of the Board. A Director may be removed with cause by a majority vote of the elected Directors.

3.12. ACTION BY DIRECTORS OUTSIDE OF A MEETING. The authority of the Board of Directors may be exercised without a meeting when a motion in writing or by email, setting forth the proposed action to be taken, is approved by a majority of the elected Directors.

3.13. COMPENSATION. No Director shall receive compensation for services to the Corporation as Director. Directors may be reimbursed for reasonable expenses incurred on behalf of Recovery International.

3.14. PRESUMPTION OF ASSENT. A Director who is present at a regular or special meeting of the Board of Directors, at which action on any Organization matter is taken, shall be conclusively presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting; or unless that Director shall file written dissent to such action before the adjournment thereof; or shall forward such dissent by email exclusively to the President and/or Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

3.15. ROBERT'S RULES OF ORDER. Whenever there is a dispute as to how a Board or Board Committee meeting should be governed, the current edition of Robert's Rules of Order shall apply.

#### **ARTICLE IV Officers**

4.1. OFFICERS. The Officers of Recovery International shall be President, Vice President, Treasurer, and Secretary. Other Officers may be elected or appointed by the Board of Directors or President of the Board.

4.2. APPOINTMENT OF OFFICERS. The Officers shall be nominated by the President and elected by the Board of Directors. Vacancies may be filled, or new offices created and filled, at any meeting of the Board of Directors. Each Officer shall hold office for a renewable term of one year and/or until their successor shall have been duly appointed and shall have qualified.

4.3. BOARD PRESIDENT. The Board President shall be responsible for oversight of the activities of the Organization and shall have all the duties which that position would customarily require, including chairing all meetings of the Board of Directors, and all other duties assigned to the Board President under these Bylaws or by Board resolution. The Board President shall be an ex-officio member of all Board Committees and task forces. The Board President shall ensure that the Board fulfills its responsibilities for governance and works with the Chief Executive Officer to assure that all staff and volunteer efforts are focused on the achievement of the Organization's mission and vision.

4.4. VICE PRESIDENT. In the absence of the Board President, or in the event of the Board President's inability or refusal to act, the Vice President shall chair meetings of the Board of Directors and have all the powers and duties of the Board President. The Vice President shall perform such other duties as may be assigned by the Board of Directors.

4.5. **TREASURER.** The Treasurer shall monitor and evaluate compliance with the Organization's Financial Policies (establishing investment guidelines and reviewing the 990, for example), as approved by the Board of Directors, and adhering to generally accepted accounting principles. The Treasurer shall work with the Chief Executive Officer and Chief Financial Officer (CFO) to ensure that thorough and accurate financial records are maintained, and that appropriate financial reports are made available to the Board on a timely basis. The Treasurer, CFO or their designee shall report at every regular meeting of the Board on the Organization's financial status. The Treasurer shall assure that an outside audit firm performs the annual audit, and that the results are presented to the Finance Committee and the Board of Directors. The Treasurer shall have such other duties as are assigned by the Board President or the Board of Directors.

4.6 **SECRETARY.** The Secretary shall see that appropriate notices or waivers of notice regarding Board meetings and agendas, and that other materials for all meetings of the Board, are prepared and distributed. The Secretary shall be responsible for seeing to the recording and keeping of all Board and Board Committee meeting minutes and act as official custodian of all of the Corporation records. The Secretary shall have the addresses and all contact information for each Board Member and each Board Committee Member. The Secretary shall have such other duties as assigned from time to time by the Board.

4.7 **CHIEF EXECUTIVE OFFICER (CEO).** The Chief Executive Officer shall be hired by the Board, and shall be responsible for the day-to-day operation of the Organization, which includes the hiring, discipline, and termination of employees. The Chief Executive Officer shall be responsible for making sure the Organization's Mission is followed, implementing the policies of the Board, and making sure that the Organization remains financially viable. The Chief Executive Officer will be an ex-officio member of all Board Committees. The Chief Executive Officer shall report regularly to the Board on the financial status of the Organization and alert the Board to any problems, including financial, programmatic, or employee-related.

## **ARTICLE V Committees & Taskforces**

5.1. **BOARD COMMITTEES.** The Board may designate one or more Board Committees, each of which shall consist of one or more Directors and such other persons as the Board designates. All Committee Members shall serve at the pleasure of the Board. The Board shall designate the function and authority of each Board Committee.

5.2. **BOARD COMMITTEE OPERATION.** The Board President shall appoint the Chair of each Board Committee. If there is a vacancy in a Committee, the Committee Chair shall appoint a new member in consultation with the Board President. Committees may meet by electronic/telephone communication. When there is a dispute as to how to proceed, Roberts' Rules of Order shall be followed.

5.3 STANDING COMMITTEES. The Standing Committees of the Board of Directors shall consist of an Executive Committee, Finance Committee, Development Committee and other Committees as identified by the Board of Directors.

5.4 EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Board President and other Officers as Members. The Executive Committee is authorized to act in between Board meetings on all matters that need Board attention, except for the matters set forth in Section 3.9. The Executive Committee shall be responsible for the annual performance review of the Chief Executive Officer. The Executive Committee shall have all the duties and responsibilities set forth in its job description.

5.5. FINANCE COMMITTEE. The Committee shall have at least one member who is not on the Board or employed by Recovery International who is knowledgeable about financial and accounting issues. The Chief Finance Officer (CFO) and Chief Executive Officer (CEO) shall be ex-officio members of this Committee. The Committee shall monitor the financial operations of the Organization and be responsible for oversight of the development and implementation of the Organization's annual operating and capital budgets. The Committee shall ensure that it has approved an operating budget for consideration by the full Board in time for the Board to approve the annual budget. The Committee shall review the annual audit and monitor the investments of the Organization. It shall also be responsible for the establishment, maintenance, and adherence to internal controls, accuracy of records and reports to the Board. The Committee shall monitor budget variances, verify assets and review all activities to assure they comply with the Organization's tax-exempt status. The Committee shall ascertain that all tax filings are properly and timely-made and meet the approval of the Organization's independent auditors. The Finance Committee shall fulfill all the duties and responsibilities set forth in its job description.

5.6 DEVELOPMENT COMMITTEE. The Development Committee will raise funds to financially support the administration and programs of Recovery International. The Development Committee shall have all the duties and responsibilities set forth in its job description.

## **ARTICLE VI**

### **Contracts, Checks, Deposits, and Funds**

6.1. CONTRACTS. The President of the Board may authorize any Officer or agent of the Corporation to enter into contracts or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. At the discretion of the Board President, any/all contracts can be sent to the Executive Committee and/or the Board of Directors for approval. The Executive Committee must approve affiliate contracts, merger contracts, and intellectual property contracts prior to CEO implementation.

6.2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the

Organization shall be signed by such Officer or agent pursuant to the Organization's accounting and financial policies and procedures.

6.3. DEPOSITS. All funds of the Organization shall be deposited pursuant to the Organization's internal accounting and financial policies and procedures.

6.4. GIFTS. The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, or devise, for general purposes or for any special purpose of the Organization.

## **ARTICLE VII Conflict of Interest**

To serve the best interests of Recovery International, it is important for all Board Members to disclose any potential conflict-of-interest on a matter coming before the Board. Directors, Committee members and Recovery International staff are expected to adhere to the conflict-of-interest policy described herein. A conflict arises when a Board member or their immediate family member or business would benefit financially from a matter being voted upon by the Board. Under such circumstances, the following shall occur:

- a. The Board member shall disclose the conflict and all material facts and answer any questions.
- b. That Board member shall leave the meeting while the remaining Directors decide whether a conflict exists. This will be done by vote and recorded in the minutes.
- c. If it is determined that a conflict exists, the Board should determine whether the Organization 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.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances that do not produce a conflict of interest, the Board shall determine by a majority vote of non-conflicted Directors whether the transaction or arrangement is in the best interest of Recovery International; whether it is fair and reasonable; and then decide about entering into the transaction.
- e. The Director with the potential conflict shall remain outside the meeting during the Board discussion and vote.
- f. The Secretary shall note in the Board minutes that the Board member disclosed the conflict, its nature, the action taken by the Board -- including any discussion of alternatives -- and that the Director did not participate in the vote. If the proposal with the potential conflict was accepted, the reasons for acceptance shall be documented in the notes.

Board Members are also required to disclose when a proposal before the Board would directly impact them or their family member in a non-financial manner.



**ARTICLE VIII  
Fiscal Year**

The fiscal year of Recovery International shall be the period beginning on January 1st to the following December 31st.

**ARTICLE IX  
Indemnification**

Recovery International shall indemnify the Officers, Directors, employees and agents of the Organization to the fullest extent permitted by Illinois Law as set forth in 805 ILCS 105/108.75, or any successor statute. The Organization shall purchase and maintain Directors and Officers Liability insurance, as well as general professional liability insurance, with the limits to be determined by the Board of Directors in its sole discretion.

**ARTICLE X  
Amendments**

The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. Bylaws changes may be made at any meeting of the Board of Directors by a vote of a majority of elected Directors. Proposed changes must be presented to the Directors at least one week in advance of the meeting. Changes shall take effect when voted upon.