

BY LAWS

NAMI Santa Cruz

ARTICLE I NAME

Section 1. Name. The name of this organization is NAMI Santa Cruz.

ARTICLE II OBJECTIVES

Section I. Purpose. NAMI Santa Cruz is a movement of families, friends and individuals dedicated to improving the quality of life of people affected by serious mental illness and the ultimate eradication of these diseases.

Section 2. Mission. NAMI Santa Cruz provides support, education, and advocacy and promotes research.

ARTICLE III MEMBERSHIP & VOTING

Section 1. Membership. Membership shall be open to all persons sympathetic to the purpose, mission and beliefs of the corporation. Anyone who has paid their dues for the current year is a member in good standing.

Section 2. Honorary. The Board may designate individuals as honorary members and waive their membership dues. The Board also designates the terms of honorary membership from one year to lifetime.

Section 3. Good Standing. All members in good standing are entitled to vote in person at all general membership meetings.

ARTICLE IV DUES

Section 1. Amount. Annual dues shall be determined by resolution of the Board of Directors and approved at any regularly scheduled membership meeting.

Section 2. Waiver. The Board may waive dues when deemed advisable.

ARTICLE V GENERAL MEMBERSHIP MEETINGS

Section 1. Notification. The membership will be notified not less than 14 days prior to any general membership meeting at which a vote takes place.

Section 2. Annual Meeting. New officers and Board members are to be elected by the general membership at the annual meeting which is to be each September, and installed in January.

Section 3. Regular Meetings. Regular meetings of the membership shall be held each month unless the Board shall determine otherwise.

ARTICLE VI FISCAL YEAR & REPORTING

Section 1. Term of Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Section 2. Annual Report. The Board shall cause an Annual Report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation and to any member on request.

Section 3. Audit. The books of the corporation shall be audited at the end of the fiscal year by a team of three NAMI Santa Cruz members approved by the Board, and presented to the Board of Directors at their March meeting.

ARTICLE VII OFFICERS & BOARD OF DIRECTORS

Section I. Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors, provided however, that in no event shall the corporation engage in activities which are not charitable in nature.

Section 2. Membership and Terms. The Board shall consist of up to 15 voting members. Officers are to be voted into office at each year's Annual Meeting. Two-thirds of the board shall consist of family members. Family members include any person who has, or has had, a major mental illness, or any person closely related to such a person.

Section 3 Vacancies & Alternates. Vacant Officer or Board positions may be filled by the Board. The Board may appoint alternate Board members who can vote in place of and with the permission of the regular Board member for whom they are serving as an alternate.

Section 4. Quorum & Voting. A majority of the directors shall constitute a quorum. A 2/3 vote of the directors present at a given meeting shall be required for approval of any Board action.

Section 5. Telephone Poll. The Board may act by telephone consent of 2/3rds of the Board of Directors. All consenting Board members must affirm their telephone vote in person or in writing by the end of the next Board meeting.

Section 6. Notification. No notification is required for regularly scheduled Board meetings. Regularly scheduled Board meeting dates, times, and places can be established by the Board so long as all Board members are given written notice of the policy. The location of any Board meeting may be changed to anywhere within the county two days prior to the meeting so long as all board members are notified. Special Board meetings may be called by the President by written notice dated seven days prior to the meeting. Special Board meetings may also be called when a majority of the Board members sign a notice at least seven days prior to the meeting and all Board members are notified.

Section 7 Officers and duties. The officers of the corporations shall be President, Vice-President, Secretary, and Treasurer. The Board may establish additional offices as it sees fit.

A. The President shall preside at all meetings and shall exercise authority and perform such duties as the Board of Directors may assign.

B. The Vice-President shall perform such duties as the Board of Directors may assign. In the event of the death or absence of the President or the President's inability or refusal to act, the Vice-President shall assume the powers and duties of the President.

C. The Secretary shall record, or shall find an alternate to record the minutes of all Board Meetings. The Secretary shall keep a permanent record of all corporate documents.

D. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation.

ARTICLE VIII ELECTIONS

Section 1. Nominations. The President shall appoint a committee of a least three members by June 15th. This committee will prepare a slate of candidates for officers and Board members by July 15th. All nominees shall be members in good standing.

Section 2. Elections. Elections will take place at the Annual Meeting in September. Nominations are allowed from the floor.

ARTICLE IX COMMITTEES

Section I. Executive Committee. The Board may appoint, from the Board, an Executive Committee and delegate to it the authority to conduct between Board meetings such business as the Board specifies. All Board members may attend Executive Committee meetings as voting members. The Executive Committee shall keep minutes of its meetings and transactions and such minutes shall be reported at each meeting of the Board for approval and ratification of the Board, of actions taken by the Executive Committee.

Section 2. Board Committees. The President may create additional committees, and committee chairs, subject to the discretion of the Board.

ARTICLE X AMENDMEMENTS

Section 1. Notification. Proposed amendments to these Bylaws along with the date the amendments are to be voted upon shall be presented in writing to the membership at a general membership meeting. Notification shall occur at least one general meeting prior to the meeting when the amendments will be voted upon.

Section 2. Ratification. Amendments require a two-thirds (2/3) vote of the members, in good standing, present at the meeting for approval.

ARTICLE XI ST ANDARDS OF OPERA TION

Section 1. Parliamentary Authority. A current edition of Robert's Rules of Order shall govern the conduct of business in all cases in which they are applicable and not in conflict with this constitution and by-laws.

Section 2. Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 3. Indemnification. To the extent that a person who is, or was, a Director, officer, employee, or other agent of this corporation has been successful on the merits of any civil, criminal administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceedings.

Section 4. Loans. This corporation shall not make any loan of money or property to, or guarantee the obligation of, any Board member or officer, except that this corporation may advance money to a Board member of this corporation for expenses to be incurred in the performance of the duties of such officer or Board member, so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 5. Self-Dealing Transactions. Except as approved in Section 6, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the corporation is a party and in which one or more officers of the Board has a material financial interest or a transaction between this corporation and one or more members of the Board or between this corporation and any person in which one or more of its Board members has a material financial interest.

Section 6. Self-Dealing Transactions -Exception Clause.

The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interests of, and is fair and reasonable to, this corporation and, after reasonable investigation under the circumstances determines that this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such

determination must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors. No approval shall be given to any transactions engaged in by a private foundation which is prohibited by Section 4941 through 4945 of the Internal Revenue Code of 1954.

Section 7. Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents, and to inspect the physical properties of this corporation.

ARTICLE XII DISSOLUTION

Section 1. Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute all assets of the corporation exclusively for the purpose of the corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall then qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code (or corresponding provision of any future internal revenue law of the United States), or to the Federal Government or a State or Local Government for a public purpose, as the Board of Director may direct.