



Santa Cruz County

BYLAWS OF NAMI SANTA CRUZ COUNTY

ARTICLE I Organization

Section 1. Name

The name of the organization is NAMI Santa Cruz County, hereinafter referred to as NAMI Santa Cruz County.

Section 2. Type of Corporation

NAMI Santa Cruz County is a corporation with no membership voting rights.

Section 2. Affiliation

NAMI Santa Cruz County is associated with NAMI California and NAMI, the National Alliance on Mental Illness. NAMI Santa Cruz County shall meet re-affiliation as promulgated in NAMI governing documents.

Section 3. Use of the NAMI Affiliate Name and Logo

NAMI Santa Cruz County acknowledges that NAMI controls the use of the name, acronym and logo of NAMI and that use shall be in accordance with NAMI policy. Upon termination of affiliation with NAMI, the uses of these names, acronyms and logos by NAMI Santa Cruz County shall cease.

Section 4. Seal

NAMI Santa Cruz County shall not have a corporate seal.

Section 5. Organizational Independence

NAMI Santa Cruz County is independent of other agencies and advocacy groups not affiliated with NAMI. NAMI Santa Cruz County will not share bylaws, articles of incorporation, or a board of directors with any other group.

Section 6. Location

The principal office of NAMI Santa Cruz County is located in the city and county of Santa Cruz in the State of California.

Section 7. Purpose

The purposes for which NAMI Santa Cruz County is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

Section 8. Mission

NAMI (The National Alliance on Mental Illness) of Santa Cruz County exists to educate, advocate and support those affected by mental illness, their families, friends and our community. We embrace people living with mental illness and their families, who are often isolated. We believe that the path to recovery lies with individual, family and community education, peer and family support, and the promotion of public understanding.

Section 9. Vision

The vision of NAMI Santa Cruz County is to be the leading mental health education and support resource in our community; be well-known and accessible; be a critical force in reducing the stigma of mental illness and advocate for effective care for every person living with a mental health condition.

ARTICLE II **Membership**

Section 1. Definition

A member may be one individual or a family of individuals living in one household that is counted as one for the purpose of paying dues and voting. A member is any person who accepts the mission of NAMI, NAMI California, and NAMI Santa Cruz County and pays dues in the amount and manner established by NAMI. A member, as defined above and used henceforth, shall always mean a member in good standing as of the record date. NAMI Santa Cruz County members are also members of NAMI California and NAMI.

Section 2. Dues

NAMI Santa Cruz County will abide by the standardized dues structure as set forth by the national organization, NAMI. This includes an “open door” membership option defined by income or economic necessity. “Open door” members shall have all the same rights and privileges as members who pay full dues.

Section 3. Rights and Privileges

Members in NAMI Santa Cruz have no voting rights. Members have the rights and duties of NAMI California. The rights and duties, including voting rights, in NAMI are described in the NAMI California Bylaws.

ARTICLE III
Directors

Section 1. Composition

The Board of Directors shall consist of six–twelve (6-12) members and shall administer the affairs of the Corporation. Directors are elected by the directors.

Section 2. Qualifications

The Board of Directors shall be NAMI California members in good standing, residents of California and be willing to serve/fulfill their duties and elected term(s).

Section 3. Nominations

Any person qualified to be a Director under Section 3.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by the law.

Section 4. Terms of Office

Each term lasts three (3) years. Directors may serve no more than two (2) consecutive full terms. The term of any Officer or Director shall be extended, if necessary, until his or her successor is duly elected. No immediate family members (immediate family members include any spouse, child, sibling, grandparent, or other such family member permanently residing with a current member of the Board of Directors) may serve as voting directors on the Board of Directors at the same time. Any member of the Board of Directors may resign at any time by delivering written notice to the President of NAMI Santa Cruz County.

Section 5. Start of Term

New Directors will assume office immediately after notification of the results of the election. At the first meeting of the Board of Directors after the election, the Board will elect the Officers from among the Directors. Officers serve a 1-year term and are eligible for re-election.

Section 6. Vacancies

In the case of any vacancy of one or more of the regular members of the Board of Directors, the Board of Directors shall elect the person or persons who shall fill the vacancy or vacancies for the remaining unexpired term or terms.

Section 7. Removal of a Director

Any Director who has three (3) absences from scheduled Board of Directors meetings within a twelve (12) month period, and who has not notified nor been excused by the President for those meetings, shall be removed from office. Whenever in its judgment the best interests of NAMI Santa Cruz County will be served thereby, any Director may be removed from office by the vote of not less than 2/3 of the total membership of the Board of Directors.

ARTICLE IV
Directors' Meetings

Section 1. Regular Meetings

The Board of Directors shall meet at least ten (10) times per year at such time and place as the Board of Directors selects. Written notice, which shall not require the purpose of the particular meeting to be noted, shall be mailed or sent via electronic communication to each member of the Board of Directors not less than two (2) weeks prior to the meeting. Meetings of the Directors and/or Committees may be held by teleconferencing or other similar communications equipment, provided that all the members participating can hear and speak to each other simultaneously.

Section 2. Election of Directors

At the annual meeting of the Board of Directors, directors shall be elected by the Board of Directors in accordance with this Article. Cumulative voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast one vote, with voting being by ballot only.

Section 2. Special Meetings

Special meetings may be called by the President or by written request of at least five (5) Directors. Members of the Board of Directors shall be notified about the meeting and its purpose in writing not less than three (3) days prior to the meeting. The time, place, and purpose of the meeting shall be stated in the notice.

Section 3. Meeting Agenda

A published agenda shall be the order of business for all Board of Directors meetings.

Section 4. Quorum

The meeting must be attended by at least fifty percent (50%) of the Directors who are eligible to vote in order to constitute a quorum for the purpose of conducting the business of the organization; and a majority of those present shall have power to act in all matters, except as specifically provided to the contrary elsewhere in these Bylaws.

Section 5. Governing Powers

The Board of Directors shall have the power and duty to establish policy, adopt budgets, and other powers and duties necessary or appropriate for the administrative affairs of NAMI Santa Cruz County. The Directors may perform all such acts as are not designated to be done by the entire membership, or prohibited by law, the Articles of Incorporation, or the Bylaws.

Section 6. Duties

In addition to the responsibilities vested in them by these Bylaws, the Directors shall be vested with the responsibility to execute the mission of the organization. It shall be the continuing responsibility of the Board of Directors to evaluate the overall function of the organization to ensure that the purposes are being adequately served. All Board Members are expected to be supporters of the organization—to attend and participate in meetings, to contribute financially to the extent possible, and to make investments of their time and their talents. The Board of Directors shall have the final authority to resolve the interpretation of any conflicts or ambiguities in the Bylaws.

ARTICLE V **Officers**

Section 1. Designation

The Officers of NAMI Santa Cruz County shall be President, Vice President, Secretary and Treasurer. Officers may hold only one office at a time. Members of the Board of Directors shall elect the officers annually from among the Directors, and they shall take office at the conclusion of the meeting in which they are elected. The term of any Officer may be extended if necessary until his or her successor is duly elected.

Section 2. Duties of Officers

President: The President shall have the authority for the general supervision of the affairs of NAMI Santa Cruz under the direction of the Board of Directors. The President shall appoint committees and assure that the organization's objectives are executed in the best possible manner. The President shall also set the official meeting agenda and preside at all meetings of the organization.

Vice-President: 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 to act, the Vice-President shall assume the powers and duties of the President.

Secretary: The Secretary shall keep records of Board actions, including the taking of official minutes, sending out of meeting announcements, distribution of copies of minutes and agendas to each Board member, oversight of nominee and elections information, and assuring that corporate records are maintained. The Secretary may delegate some of these duties, including taking of the minutes, to an appropriate staff or volunteer.

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

Section 3. Compensation

The board receives no compensation other than reasonable expenses.

ARTICLE VI
Executive Director

The Board of Directors may choose to employ an Executive Director to run the day-to-day operations of NAMI Santa Cruz County.

Section 1. Appointments and Dismissals

The Board of Directors has the authority to hire or dismiss the Executive Director, and is responsible to oversee, monitor and evaluate the Executive Director.

In the event that NAMI Santa Cruz County does not hire an Executive Director, all of the duties, responsibilities, obligations and limitations of the Executive Director as described herein shall rest with the highest-ranking staff member of NAMI Santa Cruz as the Board of Directors may determine from time to time.

Section 2. Interactions Between the Executive Director and Board of Directors

The Executive Director reports to the President of NAMI Santa Cruz County, as well as to the full Board of Directors, and shall have general direction of and supervision over the day-to-day affairs of the organization. The Executive Director is expected to give regular updates of activities at Board meetings. The Executive Director shall exercise such authority and perform such duties as the Board of Directors may from time to time assign to the Executive Director. The Executive Director has no voting rights on the Board of Directors.

ARTICLE VII
Committees

Section 1. Structure

The Board may create and dissolve committees as needed. These may include committees such as nominating, financial/audit, membership, resource development, public relations, etc. The Board President appoints all committee chairs. With the exception of the Executive Committee, committee members who are not serving in the role of committee chair are not required to be current Board Members.

ARTICLE VIII
Finances

Section 1. Fiscal

The fiscal year shall begin on July 1st and conclude on June 30th. NAMI Santa Cruz County shall produce an annual financial report and conduct an official review every three years.

Section 2. Contracts

The Board of Directors may authorize any two (2) Officers as agents of NAMI Santa Cruz County, who may enter into any contract or execute and deliver any instrument in the name of and on behalf of NAMI Santa Cruz County.

Section 3. Checks

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NAMI Santa Cruz County shall be signed by Officers. Payments should not exceed forty-five (45) days of due date.

Section 4. Deposits

All funds of NAMI Santa Cruz County shall be timely deposited to the credit of NAMI Santa Cruz in such bank, trust companies, or other depositories as the Board of Directors may select.

Section 5. Contributions

The Board of Directors may accept on behalf of NAMI Santa Cruz County any contribution, gift, bequest, or donation for the general purpose or for any special purpose of NAMI Santa Cruz County. Any contribution, gift, bequest, or donation shall be placed in general funds unless otherwise stipulated, and shall be dispersed by NAMI Santa Cruz County through normal budget authorizations. Directors may not accept personal donations except cases in which refusing the personal donation would cause undue rejection of the donating party; in cases such as these, the Director should kindly accept the personal donation respectfully, then determine if there is any possible way to use that donation in the affiliate.

ARTICLE IX **Records**

NAMI Santa Cruz County shall keep correct and complete books and records of accounts, and shall keep minutes of proceedings of its Board of Directors and committees.

ARTICLE X **Non-Discrimination**

Neither NAMI Santa Cruz County nor its Board of Directors shall discriminate against any person or group of persons on the basis of race, ethnicity, creed, culture, national origin, faith, disability, gender, gender identity, sexual orientation, religion, socio-economic status, age, or lived experience, in requirements of membership, its policies or actions.

Dissolution Clause

In the event NAMI Santa Cruz County should be dissolved, any assets remaining following the payment of debt and the satisfaction of liabilities shall be made to NAMI California for tax exempt purposes in the furtherance of its education, research and advocacy objectives.

ARTICLE XI **Indemnification of Directors & Officers**

INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS. 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 in defense 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, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE XII **WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

ARTICLE XIII **AMENDMENT OF BYLAWS**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by adherence to the procedures for the change or repeal of these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors.

ARTICLE XIV
AMENDMENT OF ARTICLES

Section 1. Amendment of Articles.

Any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

**WRITTEN CONSENT OF DIRECTORS ADOPTING
OF AMENDED AND RESTATED BYLAWS**

We, the undersigned, are all of the persons currently elected as the directors of NAMI Santa Cruz County nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of ten (10) pages, as the Bylaws of this corporation.

Dated: September 19, 2018

Director

Director

Director

Director

Director

Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: September 19, 2018

Carol Williamson
President

Melissa Watrous
Secretary