

AMENDED AND REVISED
BYLAWS OF
NAMI PLACER COUNTY, Inc.
(formerly Alliance for the Mentally Ill, Placer County,) a California Nonprofit Public Benefit Corporation
Proposed Effective March 31, 2014
REVISED on March 13, 2014.

ARTICLE I. NAME, PURPOSE, MISSION

Section A. Name: The name of the corporation is NAMI Placer County, Inc. The principal location of the corporation is located in the County of Placer, California. The corporation may have such other offices, either within or without the State of California, as the Board of Directors may determine.

Section B. NAMI Name and logo

1. NAMI Placer County, Inc. acknowledges that NAMI (National Alliance for Mental Illness) controls the use of the name, acronym and logo of NAMI, and that use shall be in accordance with NAMI policy and that upon termination of affiliation with NAMI, the uses of these names, acronyms and logo by NAMI Placer County shall cease.
2. Within 30 days of termination, NAMI Placer County will change its name to reflect that it is no longer connected to NAMI National and its affiliates.

Section C. Purpose

1. The Corporation is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
2. The general purposes of the corporation include providing education, support services and advocacy to improve the quality of life of everyone affected by mental illnesses.

Section D. Mission

1. The heart of our mission is to provide hope to those dealing with mental illness by:
 - a. offering programs and education;
 - b. removing stigma associated with mental illness;
 - c. maintaining pro-activity and diligence in advocacy efforts toward improvement of services provided to the mentally ill on a community and state level.
2. To disseminate information pertaining to the mentally ill for the purpose of constantly improving their status.
3. To educate and encourage the participation of community members in the Mental Health System, with the understanding that there is no implication that any individual(s) are, or will be, encouraged to seek specific forms of treatment.

ARTICLE II. MEMBERSHIP, VOTING RIGHTS

ARTICLE II. Membership, Voting Rights cont.

Section A. Membership

Membership is composed of families and friends of people with mental illness residing within the county and dedicated to the mission and purpose of this corporation or those with mental illness residing within this county. A paid member in good standing is one whose check has cleared the bank or paid in cash and/ or the Placer County Affiliation has received notice of active membership status from NAMI California

Section B. Eligibility for membership

Any person dedicated to the mission and purpose of this corporation is eligible for membership in the corporation.

Section C. Non-discrimination

The **Corporation shall not discriminate** against any person or group of persons on the basis of race, ethnicity, national origin, culture, language, age, disability, education, religion, faith, gender, gender expression, sexual orientation, nor socio-economic status nor lived experience in the requirements for membership, its policies or actions.

Section D. Valid Affiliation

For valid affiliation there must be a minimum of five (5) paid members. NAMI National dues cannot be waived by either the local affiliate or the California state charter.

Section E. Member Privileges

Each paid member in good standing shall have one vote with respect to matters to be decided by vote. Members in good standing are eligible to hold office and vote in person, by electronic communication, or by proxy on all motions considered.

Section F. Transfer of Membership

Memberships are not transferable nor sever-able.
All rights of membership cease upon the member's death or dissolution.

Section G. Conflicts of Interest

NAMI Placer County shall be independent of other agencies and advocacy groups not affiliated with NAMI.

1. Members shall not share bylaws, articles of incorporation, member's identification or contact information, nor Boards of Directors with such other groups.
2. All Board members are required to sign the NAMI Placer County's "Conflict of Interest" disclosure form annually.

Section H. Termination, Suspension or Sanctioning of Membership

A membership shall terminate upon the occurrence of any of the following events:

1. Resignation of the member;
2. Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications;
3. Termination of Board membership based on the good faith determination by the Board of Directors, or a committee or person authorized by the Board of Directors to make such a determination, that the member has failed in a material and serious degree or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

ARTICLE II. Membership, Voting Rights: Section H cont.

4. Conduct considered unprofessional, prejudicial to the best interests of, or inconsistent with, the purpose or mission of the Corporation or for actions or behavior in violation of these bylaws or deemed detrimental to the best interests or mission of the Corporation.
5. The member may be suspended during the time between the notification and the final decision.
6. The Board of Directors or committee or persons authorized by the Board of Directors shall decide whether the member should be suspended, terminated, or sanctioned in any way. The decision of the Board of Directors, committee or persons shall be final.
7. Any submitted written statement or action challenging a suspension, sanction or termination of **Board** membership, including a claim alleging defective notice, must be commenced within 14 business days from the date of said action, for a hearing to be held by the Board, or committee thereof, to review arguments against such action.
8. Within 30 days of an opposing statement, action or claim on a proposed suspension, sanction or termination of membership, a review shall be held by the Board of Directors, a committee thereof, or a person authorized by the Board of Directors to determine the validity of such a complaint and whether the termination should not occur.

Section I. Effect of suspension or termination

All rights of a Board member of the corporation shall cease upon suspension or termination of Board membership.

Section J. No property rights / No withdrawal value

If a membership is terminated for any reason, the corporation shall not be liable for the payment of any amount whatsoever to the member.

1. Each member is received into membership on his or her express agreement to this provision.
2. This provision is not for the purpose of penalizing any person whose membership shall be forfeited, or otherwise terminated, but rather because no membership will have any real or intrinsic value.

Section K: Documents and confidential materials

Suspension or termination of office shall not relieve the board member of any existing obligations to the corporation. At the end of a board member's term of office or upon termination of an employee's employment, he or she shall return, at the request of the corporation, all documents, papers or other material, including electronic information, which may contain or be derived from confidential information in his or her possession.

Section L. Voting rights

1. Each paid member shall have the right to one vote.
2. Family membership is entitled to one vote per membership.
3. Members in good standing are eligible to hold office and vote in person, by electronic mail or by proxy on all motions considered.

ARTICLE II. Membership, Voting Rights: Section L. cont.

4. Actions of the Board of Directors are approved by a majority of voting members and subject to review.
5. Eligibility to Vote: Subject to the California Nonprofit Corporation Law, all paid members in good standing on the record date, as determined under Article III, Section F.1, shall be entitled to vote at any meeting of members.

Section M. Manner of voting

Voting may be by voice, ballot, or by electronic contact. If voting by e-mail, the correspondence must have the name of the voting member sending the vote.

Section N. Number of votes

Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

Section O. Approval by majority vote

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number is required under the California Nonprofit Corporation Law or by the Articles of Incorporation.

Section P. Action by written ballot

The corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballots shall state either the percentage or the number of approvals necessary to pass the measure or measures.

1. Ballots shall also specify the time by which the ballot must be received in order to be counted.
2. Each ballot so distributed shall:
 - a. set forth the proposed action;
 - b. give the members an opportunity to specify approval or disapproval of each proposal;
 - c. provide a reasonable time in which to return the ballots to the corporation.

Section Q. Voting by ballot or Proxy

Proxies: Members may vote by proxy ballot, indicating how the member wishes their vote to be cast. Proxies shall expire after the meeting for which they were issued.

1. Each member entitled to vote shall have the right to do so, either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's representative, whether by manual signature, facsimile or otherwise witnessed mark.
2. If the corporation has 100 or more members, any written ballots distributed to ten or more members shall provide that, subject to reasonable specified conditions, if the person solicited specified a choice in any such matter, the vote shall be cast according to that specification.
3. Approval by written ballot shall be valid only when:
 - a. the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action;

ARTICLE II. Membership, Voting Rights: Section Q cont.

- b.** the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.
4. All written ballots shall be filed with the Secretary and maintained in the corporate records for at least two years.
5. Any proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on at the time the notice of the vote is given to the members.
6. Each member's proxy vote shall be considered as if the member is present.
7. Board Members may not vote by proxy.

ARTICLE III. MEETINGS OF MEMBERS

Section A. Board Meetings

1. Meetings of the board shall be held at any place within or outside of California that has been designated by resolution of the board or in the notice of the meeting.
2. Any board meeting may be held by conference telephone, video screen communication, or any other electronic communications equipment.
 - a.** Any person participating in a NAMI Placer County Board meeting must be a director or other person entitled to participate in the board meeting.
 - b.** All actions of, or votes by, the Board are taken or cast only by the Directors.

Section B. General meetings

1. There shall be monthly meetings as called by officers for purposes of this organization.
2. Notice of the meetings shall be given during meetings, electronic mail correspondence, by letter, telephone or advertisement.

Section C. Annual meetings

1. An annual meeting of the members shall be held in MARCH of each year at a time and place selected by the Board of Directors, unless the Board of Directors fixes another date or time and so notifies members as provided in Article III, Section F.
2. Election of officers shall be held at the annual March meeting, and a majority vote of the paid voting members in good standing shall be required for elections.
3. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.
4. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, as specified below within this Article III, Section F, to each member entitled to vote at that meeting.
5. The notice shall specify the place, date and hour of the meeting and shall state the matters that the Board of Directors intends to present for action by the members at the time notice is given.

Section D. Special meetings

1. The President, the Chairman of the Board, if any, the Board of Directors, or at least ten percent (10%) of the PAID, VOTING members may call a special meeting of the members for any lawful purpose at any time.

ARTICLE III. MEETINGS OF MEMBERS Sect. D. Cont.

2. No business other than the business set forth in the notice of the meeting, may be transacted at a special meeting.
3. Voting at a special meeting to be determined by the Board based on the purpose and indicated in Policy and Procedures.
4. A special meeting of members shall be called by written request, specifying the general nature of the business proposed to be transacted and submitted to the President or to the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the regular members entitled to vote. If the Board calls the meeting, the meeting date may be any date for which appropriate notice is given in accordance with Article III, Section F.
5. If the meeting is called by anyone other than the Board, the meeting date shall be at least thirty-five (35), but not more than ninety (90) days after receipt of the request.
6. Notice of the time and place, *specifying the general nature of the business proposed to be transacted* at the Special meeting shall be given to each director by any of the following:
 - a. personal delivery or written notice;
 - b. first-class mail, postage prepaid; postmarked at least four (4) days before the time set for the meeting;
 - c. telephone, including a voice messaging system or other system or technology designed to record and communicate messages;
 - d. facsimile (FAX); electronic mail; or other electronic means.
 - e. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records.
 - f. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting.

Section E. Quorums: General and Board of Directors

1. Twenty percent (20%) of the paid members in good standing present shall constitute a quorum for the transaction of business at any meeting of members.
2. If the attendance at any meeting of the members is less than one-third of the voting power of all the members, the attending members may vote only on matters to which notice was previously given.
3. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of members required to constitute a quorum.

Section F. Record date and notice of meetings

1. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of Directors may, in advance, fix a record date for:
 - a. sending notice of a meeting shall be no more than 30 nor less than five (5) days before the date of the meeting;
 - b. voting on issues shall be no more than 30 days before the date of the meeting;
 - c. voting by written ballot shall be no more than 30 days before the day on which the first written ballot is mailed or solicited, and

ARTICLE III. MEETINGS OF MEMBERS Sect. F. Cont.

- d. taking any other action shall be no more than 30 days before that action.
2. Notice of any members' meeting shall be given, in accordance with these bylaws, to each regular member of the corporation.
 - a. The notice shall specify the place, date, and hour of the meeting.
 - b. For a Special Meeting, the general nature of the business to be transacted, and that no other business may be transacted.

ARTICLE IV: OFFICERS

Section A. Officers

The officers of the corporation shall be Board Members consisting of a President, a Vice President, a Secretary and a Treasurer (Chief Financial Officer) and such other officers with such titles and duties as shall be determined by the Board of Directors.

1. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as President.
2. The Board of Directors may appoint, and may authorize the President or another officer to appoint, any other officers that the business of the corporation may require.
3. Each appointed officer shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

Section B. Resignation of officers

Any officer may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section C. Vacancies in Office

A vacancy in any office because of illness, incapacity, resignation, removal, disqualification, death, or any other cause shall be filled in the manner prescribed in these Bylaws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

Section D. Responsibilities of officers

Officers shall be Board members. Officers shall have such other duties as are ordinarily and customarily incumbent upon their positions, and such other duties as may from time to time be determined by the Board of Directors.

1. **President.** The President shall be the chief executive officer and shall have general supervision of the affairs of the corporation under the direction of the Board of Directors and the Executive Committee, if any.
 - a. The President shall preside at meetings and serve as ex-officio member of all committees except the nominating committee.
 - b. The President shall exercise such authority and perform such duties as the Board of Directors may assign.
2. **Vice President.** If the President is absent or disabled, the Vice-President, if any, shall perform all duties of the President.
 - a. When so acting, the Vice-President shall have all powers of and be subject to all restrictions on the President.

ARTICLE IV: OFFICERS: Section D. Cont.

- b. The Vice-President shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.
- 3. **Secretary.** The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct.
 - a. A Book of Minutes of all meetings and actions of directors, committees and members, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those present at the Board of Directors and committee meetings, and the proceedings thereof
 - b. The original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date as well as other legal documents
 - c. A record of the corporation's members, showing each member's name, address, contact information and class of membership, if any, as well as completed Conflict of Interest forms and applications, if any
 - d. The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board of Directors and of committees of the Board required by these Bylaws.
 - e. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board of Directors or these Bylaws may require. [At the time of signing this document, NAMI Placer County, Inc. does not have a seal.]
 - f. If the President and the Vice-President are both absent and/or disabled, or if there is no Vice-President and the President is absent or disabled, the Secretary shall perform all the duties of the President. When so acting, the Secretary shall have all powers of and be subject to all restrictions on the President.
- 4. **Treasurer.** The Treasurer shall monitor all revenues and expenses of the corporation, approve all payables and shall ensure maintenance of a complete and accurate account of all funds received and disbursed.
 - a. The Treasurer will produce a monthly financial statement of income and expenses for the Board.
 - b. The Treasurer shall present the books for audit and at such times as required by the State of California.
 - c. The treasurer shall prepare an annual report to the members within 120 days of the end of the corporation's fiscal year ending the last day of February.
 - d. The Treasurer shall render to the President and directors, whenever they request it, an account of all transactions and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.
 - e. The Treasurer shall maintain internet and paper back-up copies of the Book of Accounts.

ARTICLE V. BOARD OF DIRECTORS

Section A. General Powers

The Board of Directors shall be the policy-making and managing body of the corporation, vested with the full power to conduct its business, subject to the laws of California, including the California Nonprofit Corporation Law, this Constitution and Bylaws, and the mandates of the general membership.

ARTICLE V. BOARD OF DIRECTORS Cont.

Section B. Number of directors and qualifications

The Board of Directors shall have at least three (3) members but no more than SEVEN (7) members, with the exact number of directors to be fixed by approval of the Board of Directors.

Section C. Nomination procedure and time of elections

1. In January, and prior to the general meeting in March, when new Directors are to be elected, the President shall name a Nominating Committee of at least two persons, who shall begin a selection process for a slate of directors to serve the following year.
2. In the February Board meeting, the nominating committee will provide the names of all nominees to be approved by the Board of Directors and shall be included in the notice for the March meeting.
3. Any paid member in good standing and present at the annual March election meeting may nominate one or more directors from the floor.

Section D. Term of office

The term of office of a director shall be a minimum of one year or until his or her successor is duly elected and qualified, subject to his or her earlier incapacity, resignation, removal, disqualification or death, provided his or her successor is duly elected or appointed and qualified.

Section E. Board of director's quorum

One third of the authorized number of directors shall constitute a quorum for the transaction of business. A quorum shall be no less than two directors. The action of a majority of the directors present at any meeting at which a quorum is present, when duly assembled, is valid as a corporate act, subject to the more stringent provisions of the California Nonprofit Corporation Law.

Section F. Telephonic meetings

Members of the Board of Directors may participate in a meeting through the use of conference telephone, video screen communication or similar electronic communications equipment, so long as all directors participating in such meeting can communicate concurrently with all other participating directors. Participation in such a meeting shall constitute personal presence at the meeting.

ARTICLE VI. MISCELLANEOUS

Section A. Directors' right to inspect

Every director shall have the right at any reasonable time to inspect the corporation's books, records, documents of every kind and physical properties. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents providing they initiate a written request stating what they would like to view and why, which then must be approved by the Board.

Section B. Members' right to inspect

Members in good standing may request to inspect the Book of Minutes, Treasurer's reports and governance records, providing they initiate a written request to the Board,

ARTICLE VI. MISCELLANEOUS: Section B. cont,

stating what they would like to view and why they would like to view them.

Documents may not be removed. Electronic copies will not be provided nor allowed.

Section C. Dedication of assets

Upon the dissolution or termination of the corporation, all funds of the corporation are irrevocably dedicated to charitable purposes.

1. All assets remaining after payment or provision for payment of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes in California and that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. (i.e. AMI Housing in Placer County)
2. No part of any assets of this corporation shall be for the benefit of any director, officer or member thereof or to the benefit of any private person except that reasonable compensation may be paid for services rendered to or for the Corporation, and no trustee, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

Section D. Political activities

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VII. INDEMNIFICATION

Section A. Officers and Directors.

The corporation officers and directors shall be indemnified to the fullest extent provided by law for actions taken in service to the organization, except for any action determined by the Board of Directors to have been taken in bad faith.

Section B.

The Board of Directors has the authority to indemnify any employees and agents of the organization to the fullest extent provided by law for actions taken in service to the organization, except for any action determined by the Board of Directors to have been taken in bad faith.

Section C.

In any suit or legal action, the Board of Directors shall have the authority to advance legal fees and other costs incurred by an indemnitee. If any such suit or action results in a determination of bad faith, indemnitee shall reimburse NAMI Placer County, Inc. for any advanced fees and costs.

ARTICLE VIII. REVISIONS or AMENDMENTS TO BYLAWS

Except as otherwise required by the California Nonprofit Corporations Code, these bylaws may be revised or amended by five-eighths (5/8) or 54% majority vote of those paid members in good standing present at any general monthly meeting, provided that the amendment has been proposed not less than 30 days at the previous general monthly meeting and ballots dispersed to all eligible members as described in ARTICLE II.

- - - End of Bylaws - - -

Approved as revised and amended this date: _____
