



BYLAWS

OF

NAMI VENTURA COUNTY

National Alliance on Mental Illness

A California Non Profit Public Benefit Corporation

As Amended and Restated on February 15, 2015

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**ARTICLE I
NAME OF CORPORATION**

The name of this corporation shall be
NAMI VENTURA COUNTY
National Alliance on Mental Illness
A California Non Profit Public Benefit Corporation

The corporation may carry out its purposes, as described below under the name *NAMI Ventura County*.

**ARTICLE II
OFFICES**

Section 1. Principal Office

The principal office for the transaction of the business of the corporation ("principal executive office") is located at **5251 Verdugo Way, Suite K, Camarillo, CA 93012**. The directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

**ARTICLE III
PURPOSES AND MISSION**

The Purpose and Mission of this organization is to:

- Provide support and education to individuals and families affected by major mental illness such as Schizophrenia, Bipolar Disorder, Obsessive Compulsive Disorder, Major Depression, etc.
- Advocate for individuals living with a major mental illness in the community, in treatment settings or in jail.
- Educate the community the community about major mental illness in order to promote understanding and help remove the associated stigma and discrimination.
- Work for funding for research, housing and improvement of treatment modalities for individuals living with a major mental illness.

To accomplish these purposes, the corporation may receive, hold and disburse gifts, bequests, devises and other funds and may own and maintain or lease suitable real estate and buildings, and any personal property which is deemed necessary for these purposes; and to enter into, make and perform and carry out contracts of any kind for any lawful purpose without limit as to amount.

ARTICLE IV NONPARTISAN ACTIVITIES

The corporation is organized and operated exclusively for the educational and charitable purposes within the meaning of Internal Revenue Code Section 501(c)(3) of the Internal Revenue Code of 1954, as amended or the corresponding provisions of any future United States Internal Revenue Law.

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to educational and charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable and/or educational purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in the Internal Revenue Code Section 501(c)(3).

ARTICLE VI DIRECTORS

Section 1. Powers

1. General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
2. Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:
 - A. Select and remove all chairmen, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation.

- B. Change the principal executive office or the principal business office in the State of California, County of Ventura, from one location to another; conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.
- C. Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.
- D. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 2. Number and Residential Qualifications of Directors

The authorized number of directors shall be as set by resolution of the directors, but shall not be less than one (1) or more than twelve (11).

Directors need not be residents of the state of California but must be members of NAMI Ventura County in good standing. Each director shall hold office for a term of one (1) year (without term limits) and until his successor shall have been qualified and elected.

Section 3. Vacancies

1. Events causing Vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following: (a) the death, resignation, or removal of any director, (b) the declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 5230 et seq. of the California Nonprofit Corporation Law, (c) the vote of the members to remove a director, with or without cause, or (d) the failure of the members to elect the number of directors to be elected at a meeting for the election of directors.
2. Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the Chair of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.
3. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.
4. Restriction on Interested Directors. Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (a) any person being compensated by the corporation for services rendered to it within the previous twelve

(12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

5. Removal of Directors. The members shall have summary power by vote to suspend, or to remove any member of the Board of Directors without cause, or for conduct which in their opinion disturbs the order, dignity, business or harmony, or impairs the good name, popularity or prosperity of the organization, or which is likely, in its opinion, to endanger the welfare, interest or character of the organization, or for any conduct in violation of State or Federal law, these Bylaws, or of the rules and regulations of the Corporation which may be made from time to time. Such action by the members may be taken at any meeting of the members upon the initiative of any member or member of the board. Vote of an absolute majority shall be required if the corporation has less than fifty (50) members. The proceedings of the members in such matter shall be final and conclusive.

Section 4. Place of Meetings, Meetings by Telephone

1. Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 4, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.
2. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all the directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting. Participation in a meeting through use of electronic video screen communication or other communications equipment, other than conference telephone, pursuant to this subdivision constitutes presence in person at that meeting if all of the following apply:
 - A. Each member participating in the meeting can communicate with all of the other members concurrently.
 - B. Each member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.
 - C. Each member participating has consented in writing to electronic communications to and from the corporation.
 - D. The corporation adopts and implements some means of verifying both of the following:

- 1) A person participating in the meeting is a director or other person entitled to participate in the board meeting.
- 2) All actions of, or votes by, the board are taken or cast only by the directors and not by persons who are not directors.

Section 5. Regular Meetings

1. Annual Meeting. Immediately following each annual meeting of the members, the board of directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of this meeting shall not be required.
2. Other Regular Meetings. Other regular meetings of the Board of Directors may be held at such days and times as the Board of Directors may from time to time designate; provided, however, should said day fall upon a legal holiday, then said meeting shall be held at said time on the next business day thereafter.

Section 6. Special Meetings

1. Authority to call. The Chair of the Board or the President, or any Vice President, the Secretary, or any two directors may call special meetings of the Board of Directors for any purpose at any time.
2. Notice.
 - A. Manner of Giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (d) by other electronic means. These shall include but are not limited to voice messaging, facsimile, telegraph or, provided that the director has consented in writing to electronic communications from the corporation, electronic mail (email). All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.
 - B. Time Requirements. Notices sent by first class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.
 - C. Notice Contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of meeting, or the place of the meeting, if it is to be held at the principal executive office of the corporation.

Section 7. Quorum

1. A majority of the actual number of directors, but not less than one half plus one of the authorized number, shall constitute a quorum for the transaction of business, except to adjourn as provided in *Section 11* of this *Article VI*. Every act or decision done or made by a majority

of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit corporation Law, especially those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) appointment of committees, and (c) indemnification of directors. Those actions require the approval of a majority of all serving directors and must be done in strict compliance with said Law.

2. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 8. Manner of Acting

Except as provided in *Section 7* above, the act of the majority of the directors present at a meeting that a quorum is present shall be the act of the directors.

Section 9. Newly Created Directorships and Vacancies

1. By Directors. Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason, except removal by the members, may be filled by a vote of a majority of the directors then in office, although less than a quorum exists. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.
2. By Members. The members may elect a director at any time to fill a vacancy not filled by the directors. Only the members may fill a vacancy created by removal of a director by the members.

Section 10. Waiver of Notice

The transactions of any meetings of the Board of Directors however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 11. Adjournment

A majority of the directors present, whether or not constituting a quorum may adjourn any meeting to another time and place.

Section 12. Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be

given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 13. Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 14. Fees and Compensation of Directors

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

ARTICLE VII COMMITTEES

Section 1. Committees of Directors

The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each constituting of one or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

1. Take any final action on matters which, under the Nonprofit Corporation Law of California, also requires members' approval or approval of the outstanding shares;
2. Fill vacancies on the Board of Directors or in any committee;
3. Fix compensation of the directors for serving on the Board or on any committee;
4. Amend or repeal Bylaws or adopt new Bylaws;
5. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repeatable;
6. Appoint any other committees of the Board of Directors or the members of these committees;
7. Approve any transaction (a) to which the corporation is a party and one or more directors have a material financial interest; or (b) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

Section 2. Meetings and Action of Committees

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of *Article VI* of these Bylaws, concerning meetings of directors with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE VIII OFFICERS

Section 1. Officers

The officers of the corporation shall be a *President*, a *Secretary*, and a *Treasurer*. The corporation may also have a *Chair of the Board*, one or more *Vice Presidents* and such other officers as may be appointed in accordance with the provisions of *Section 3* of this *Article VIII*. Neither the Secretary nor the Treasurer may serve concurrently as either the President or the Chair of the Board.

Section 2. Election of Officers

The officers of the corporation, except those appointed in accordance with the provisions of *Section 3* of this *Article VIII*, shall be elected by the Board of Directors.

Section 3. Subordinate Officers

The Board of Directors may appoint, and may authorize the Chair of the Board or the President or another office to appoint, any other officers that the business of the corporation may require, each of whom 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 4. Removal of Officers

Any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or (except in case of an officer chosen by the Board of Directors) by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 5. Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party,

Section 6. Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

Section 7. Responsibilities of Officers

1. Chair of the Board. If such an officer be elected, the Chair of the Board shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the Bylaws. If there is no President, the chair of the Board shall, in addition, be the Chief Executive Officer of the corporation and shall have the powers and duties prescribed in Paragraph 2 below. In the absence of the Chair, the Board may elect a director to serve as a temporary Chair.
2. President. Subject to such supervisory powers as may be given by the Board of Directors to the Chair of the Board, if any, the President shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the officers of the corporation. He shall execute, with the Secretary, in the name of the corporation, all deeds, bonds, contracts and other obligations and instruments authorized by the Board of Directors to be executed. He shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.
3. Vice President. In the absence or disability of the President, a Vice President, if any, shall be designated by the Board of Directors to perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Chair of the Board.
4. Secretary. The Secretary shall attend to the following:
 - A. Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members, meetings, and the proceedings of such meetings.
 - B. Notices, Seal and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws to be given. The Secretary shall keep the seal of the corporation in safe custody. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.
5. Treasurer. The Treasurer shall attend to the following:
 - A. Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and

business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection of any director at all reasonable time.

- B. Deposit and Disbursement of Money and Valuables. The Treasurer shall (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; (2) shall disburse the funds of the corporation as may be ordered by the Board of Directors; (3) shall render to the President and directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the corporation; and (4) shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.
- C. Bond. If required by the Board of Directors, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind his possession or under his control on his death, resignation, retirement or removal from office.

ARTICLE IX

Section 1. Indemnity

The corporation may indemnify any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, as may be allowed by the California Nonprofit Corporation Law and any future amendments to it.

Section 2. Insurance

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

Section 3. Fiduciaries or Corporate Employee Benefit Plan

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE X

Section 1. Inspection by Directors

Every director shall have the absolute right, at any reasonable time, to inspect all books, records and documents of every kind and the physical properties of the corporation. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 2. Annual Report

Except as provided in *Section 3* below, an annual report shall be sent to the members by the Board of Directors not later than 120 days after the close of the corporation's fiscal year. Such report shall contain in appropriate detail, the following information duly certified by the Treasurer:

1. The asset and liabilities, including the trust fund, of the corporation as of the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
3. The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year.
4. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
5. Any information required by California Corporations Code Section 6322.

Section 3. Exceptions

The report required by *Section 2* above need not be sent, except to directors and any members who request one in writing, if (1) the corporation has less than twenty-five thousand (\$25,000) dollars in gross revenues during the fiscal year, or (2) the corporation annually solicits contributions from five hundred (500) or more persons and includes in such written solicitations a written statement that the report will be furnished upon request and an address to send such a request and also publishes the report in a newspaper of general circulation in the county where the principle office of the corporation is located not later than one hundred twenty (120) days after the close of the fiscal year.

Section 4. Members Inspection Rights

Any member of the corporation may:

1. Inspect and copy the records of members' names and addresses and voting rights during usual business hours on five days' prior written demand on the corporation, stating the purpose for which the inspection rights are requested, or;
2. Obtain from the Secretary of the corporation, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of members who

are entitled to vote for the election of directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the secretary on or before the latest of ten (10) days after the demand by which the list is to be compiled.

3. The corporation may, within ten business days after receiving a demand under subdivisions (1) or (2), above, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made under subdivisions (1) or (2) shall be deemed a reasonable alternative, unless within a reasonable time after acceptance of the offer the corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the corporation does not meet the proper purpose of the demand made pursuant to subdivisions (1) or (2).

Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts. All such inspection and copying shall be limited to purposes reasonably related to a member's interests as a member.

Section 5. Maintenance and Inspection of Articles and Bylaws

The corporation shall keep at its principal executive office in the State of California the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

Section 6. Maintenance and Inspection of Other Corporate Records

The accounting books, records and minutes of proceedings of the members and the board of directors and any committees of the board of directors shall be kept at such place or places designated by the Board of directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's, interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the corporation. Provided however that any minutes of proceedings of the board or committees of the board which are considered "confidential" or "executive session" due to consideration of confidential personnel, contractual or legal matters shall require express approval of the board or committee prior to inspection and copying and reasonable restrictions may be imposed upon their use.

ARTICLE XI AMENDMENTS

Amendments of these Bylaws may be proposed at any meeting of the Board of Directors or of the members subject to the notice provisions of *Article XIII* of these Bylaws. The members may amend or repeal Bylaws at a meeting or by written ballot. These Bylaws may also be amended or repealed by the Board of Directors. Provided however, that any Bylaw amendment which materially and adversely effects the voting rights of members or any class of members, or changes the number of authorized directors [or number limits of authorized directors, if variable], shall require the approval of the members, or the class of members, affected. If these Bylaws provide for a variable number of directors, within fixed limits, then selection of a number within those limits is within the discretion of the Board of Directors and shall not be considered an amendment to these Bylaws.

ARTICLE XII MEMBERSHIP

Section 1. Eligibility

All members are subject to approval by the Board of Directors and such rules and regulations for membership as may be promulgated by the Board.

Membership is open to all individuals who believe in NAMI Ventura County's mission and to anyone interested in improving the lives of individuals and families affected by mental illness.

An individual (or entity) becomes a member upon receipt of a completed membership application and dues. The Term of Membership shall be one (1) year with a rolling membership renewal.

Section 2. Termination of Members

Upon a member ceasing to meet the eligibility criteria for membership set forth in *Section 1* of this *Article XII* that membership shall terminate. Any member may also be terminated or suspended by the Directors for cause. Such cause shall include but not be limited to: (1) failure to comply with the Corporation's Rules or Bylaws; (2) conduct detrimental to the stated purposes and goals of the corporation; or (3) failure to pay such dues or assessments as may be required by the Board of Directors.

1. Procedure for Termination. Should the Board of Directors determine that termination or suspension of a member or members is called for, the following procedure shall be followed, except that for failure to pay dues or assessments, only the provisions or paragraphs (a) and (c) below need be followed:
 - A. A written notice shall be delivered personally or sent by first class mail, postage prepaid, to the most recent address of the member as shown on the Corporation's records, setting forth the proposed grounds for discipline. Such notice shall be sent at least fifteen (15) days before the date upon which the Board proposes to act upon the termination or suspension. The notice to the member of this meeting shall state the date, time and place of the meeting;

- D. The member being terminated shall be given an opportunity to be heard, either orally or in writing, at the option of the Board or committee, by the Board or Board committee specified in the notice of proposed termination at least five (5) days before the effective date of the proposed termination;
- E. At or following the meeting, the Board or the committee of the Board shall decide whether or not the member should be terminated or suspended. Notice of this action shall be sent to the member in the same manner as the notice of the meeting. The determination of the Board or the committee shall be final.

Section 3. Transfer of Membership

No member may transfer a membership or any rights arising from it. All rights of membership cease on the member's death, if an individual, or upon dissolution or loss of capacity of a corporation or other business entity.

Section 4. Voluntary Termination

Members shall give written notice of voluntary termination of membership to the Board of Directors including date effective to avoid further financial obligation.

ARTICLE XIII MEETINGS OF MEMBERS

Section 1. Place of Meeting

Meetings of the membership shall be held at any place within or outside the State of California designated by the Board of Directors. In the absence of any such designation, members' meetings shall be held at the principal executive office of the corporation.

Section 2. Annual Meeting

The annual meeting of members shall be held each year on the second Tuesday of February or upon such other date as the Board of Directors may determine, and the members shall be notified as provided in *Section 4* of this *Article XIII*. Should said day fall on a legal holiday on any year then the annual meeting shall be held at the same time on the next business day thereafter. The location of the annual meeting will be determined by the Board of Directors and communicated as outlined in *Section 4* of this *Article XIII*.

Section 3. Special Meeting

1. Authorized Persons Who May Call. A special meeting of the members may be called at any time by any of the following: the Board of Directors, the President, or by five (5%) percent or more of the members.
2. Calling Meetings by Members. If a special meeting is called by members other than the President, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by

registered mail or by telegraphic or other facsimile transmission to the President, a Vice President, or the Secretary of the corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of *Section 4 and 5* of this *Article XIII*, that a meeting will be held, and the date for such meeting, which date shall be not less than 35 nor more than 90 days following the receipt of the request. If the notice is not given within the 20 days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing or affecting the time when a meeting of members may be held when the meeting is called by action of the Board of Directors.

Section 4. Notice of Members' Meetings

1. General Notice Contents. All notices of meetings of members shall be sent or otherwise given not less than 10 or more than 90 days before the date of the meeting. The notice shall specify the place, date and hour of the meeting, and (i) in the case of a special meeting, the general nature of the business to be transacted; and no other business may in that case be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for binding action by the members.
2. Notice of Agenda Items. If action is proposed to be taken at any special meeting for approval of any proposal, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposals.
3. Manner of Giving Notice. Notice of any meeting of members at which a vote is to be taken may be given either personally or by first-class mail, telegraphic or other electronic communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the corporation or the address given by the member to the corporation for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of electronic communication. Notice by other means of electronic communication may only be given to members who have consented to it in writing pursuant to California Corporations Code Section 20.

Notice may also be given by a newsletter or similar publication sent to all members by the corporation. It must include all required notice information and be sent to the members by at least second class mail or its equivalent at least twenty (20) days prior to the meeting.

Section 5. Quorum

1. Percentage Required. Fifty-One percent (51%) of the members present in person or by proxy shall constitute a quorum for the transaction of business at a meeting of the members.
2. Loss of Quorum. The members at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Any members' meeting, regular, general, annual or special, whether or not a quorum is present, may be adjourned by the vote of the majority of the members represented at the meeting, either in person or by proxy. But in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

Section 6. Voting

1. Eligibility to Vote. Persons entitled to vote at any meeting of members shall be voting members in good standing.
2. Manner of Casting Votes. Voting may be by voice or ballot. Cumulative voting shall not be permitted.
3. Only Majority of Members Represented at Meeting Required, Unless Otherwise Specified. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter shall be the act of the members, except as otherwise specified by law or these Bylaws.

Section 7. Waiver of Notice or Consent by Absent Members

Written Waiver or Consent. The transactions of any meeting of members, either annual or special, however called or noticed, and whenever held, shall be as valid as though taken at a meeting duly held after regular call or notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual meeting of members.

Section 8. Action by Written Consent Without a Meeting

Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if written ballots are received from a number of members at least equal to the quorum applicable to a meeting of members. All such written ballots shall be filed with the Secretary of the corporation and maintained in the corporation records. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

Section 9. Record Date for Member Notice, Voting and Giving Consents

1. To Be Determined by Board of Directors. For the purposes of determining which members are entitled to receive notice of any meeting, to vote, or give consent to corporate action without a meeting, the Board of Directors may fix, in advance, a "record date", which shall not be more than sixty (60) nor fewer than ten (10) days before the date of any such meeting, nor more than sixty (60) days before mailing or soliciting ballots for action without a meeting. Only members of record on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date.

2. Failure of Board to Determine Date.

- A. **Record Date For Notices Or Voting.** Unless fixed by the Board of Directors, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held. If notice is given more than fifty-nine (59) days prior to the meeting, then the record date for determining those members eligible to vote (but not to receive notice) shall be the sixtieth day prior to the date of the meeting.
- B. **Record Date For Written Consent To Action Without Meeting.** Unless fixed by the Board, the record date for determining those members entitled to vote by ballot on corporate action without a meeting shall be the next business day preceding the date on which the ballots are first mailed or solicited in writing.
- C. **"Record Date" Means As Of The Close Of Business.** For purposes of this paragraph (C), a person holding membership as of the close of business on the record date shall be deemed the member of record.

Section 10. Proxies.

- 1. **Right of members.** Every member entitled to vote shall have the right to do so either in person or by one or more persons authorized by a written proxy, signed by the person and filed with the Secretary of the corporation.
- 2. **Term.** A validly executed proxy shall continue in full force and effect only for that meeting which the proxy specifies. No proxy shall be valid after the expiration of eleven (11) months from the date it was signed.
- 3. **Revocability.** A proxy may be revoked at any time by the member executing it by: (a) a written revocation delivered to the Secretary of the corporation; (b) execution of a later dated proxy; or (c) appearance and voting by the member at the meeting in question.

Section 11. Multiple Memberships

If a membership of record stands in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, or otherwise, or if two or more persons (including proxy holders) have the same fiduciary relationship respecting the same membership, unless the Secretary of the corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect: (1) if only one votes, such act binds all; (2) if more than one votes, the act of the majority so voting binds all; or (3) if a tie, the vote is cast to abstain.

Section 12. Associates

The corporation may refer to persons associated with it as "members" even though such persons are not members, within the meaning of Section 5056 of the California Nonprofit Corporation Law, and no such reference shall constitute anyone such a member.

The corporation may confer, by amendment of its Articles or of these Bylaws, some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

ARTICLE XIV CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

Incorporated as a 501(c)(3) Corporation on _____

Originally Adopted: August 25, 1981

Amended: July 26, 1982 to reflect name change from Families and Friends of the Mentally Ill.

Amended: Dec. 1999 to reflect name change from Ventura Co. Alliance for the Mentally Ill and to make other minor changes. (Board approved 12/1/99; Membership approved 12/7/99).

Amended: March 27, 2006, to reflect changes in the Board of Directors, Executive Committee, Honorary Board, Advisory Board, Terms of Office, Voting Rights, Expenditures and other minor changes. (Board approved: June 6, 2006; Membership approved July 11, 2006)

Amended: August 12, 2009, to reflect changes in the Board of Directors, Executive Officers, Officers, and Duties, Committees and Duties, and other minor changes. (Board approved: August 25, 2009; Membership approved: October 13, 2009)

Amended and Restated: February 15, 2015. (Board approved: February ____, 2015; Membership approved: _____, 2015)