BYLAWS
for the regulation, except
as otherwise provided by statute or
its Articles of Incorporation,
of
NAMI SAN MATEO COUNTY
a California nonprofit public benefit corporation

ARTICLE I
OFFICES

Section 1. Principal Office. The corporation's principal office shall be fixed and located at such place as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change the principal office from one location to another.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II
MEMBERS

Section 1. Determination and Rights of Members. The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation or bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

Section 2. Qualifications of Members. Any person with mental illness, or who is a relative or a friend of a person with mental illness or any interested person is qualified to become a member. Members of the association prior to the incorporation of the corporation shall automatically become members of the corporation so created for the remainder of the year of the year of incorporation, unless the association member files a written dissent with the Secretary prior to the annual meeting of the members to determine the incorporation of the association.

Section 3. Admission of Members. Applicants qualified to become members shall be admitted to membership upon the receipt of their payments of dues to the corporation.

Section 4. Fees, Dues and Assessments.
(a) There shall be a fee charged for making application for membership in the corporation as determined from time to time by the Board.

(b) The annual dues payable to the corporation by members shall be determined from time to time by the Board.

(c) Memberships shall be nonassessable.

Section 5. **Number of Members.** There is no limit on the number of members the corporation may admit.

Section 6. **Membership Book.** The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

Section 7. **Nonliability of Members.** A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 8. **Nontransferability of Memberships.** No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

Section 9. **Termination of Membership.**

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the President (or either Co-President) or the Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

2. Upon a determination by the Board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

3. If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after notification is given personally or mailed to such member by the secretary of the corporation. A member may
avoid such termination by paying the amount of dues within a thirty (30) day period following the member's receipt of the notification.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:

(1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the board of directors in accordance with the quorum and voting rules set forth in these bylaws applicable to the meetings of the board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

(3) Following the hearing, the board of directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the board shall be final.

(4) If this corporation has provided for the payment of dues by members, any person expelled from the corporation shall receive a refund of dues already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

Section 10. Rights on Termination of Membership. All rights of a member in the corporation shall cease on termination of membership as herein provided.

Section 11. Amendments Resulting in the Termination of Memberships. Notwithstanding any other provision of these bylaws, if any amendment of the articles of incorporation or of the bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Place of Meetings. Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the board of directors.
Section 2. **Annual and Other Regular Meetings.** The members shall meet annually each year, at the time and place as determined by the Board, for the purpose of electing directors and transacting other business as may come before the meeting. Cumulative voting 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 voting member shall cast one vote, with voting being by ballot or by voice. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting and any reference in these bylaws to regular meetings of members refers to this annual meeting.

If the day fixed for the annual meeting or other regular meetings falls on a legal holiday, such meeting shall be held at the same hour and place on the next business day.

Section 3. **Special Meetings of Members.**

(a) **Persons Who May Call Special Meetings of Members.** Special meetings of the members shall be called by the Board, the Chairperson of the Board, or the President of the corporation. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

Section 4. **Notice of Meetings.**

(a) **Time of Notice.** Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

(b) **Manner of Giving Notice.** Notice of a members' meeting or any report shall be given either personally or by telephone, mail or electronic mail (e-mail), facsimile (fax), telex, or other means of written communication, including written communication in the form of a newsletter, addressed to the member at the physical address or electronic mail address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no physical address or electronic mail address appears or is given, at the place where the principal office of the corporation is located. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice, including notice by electronic mail, shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

(c) **Contents of Notice.** Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of
the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these bylaws, the request for the meeting shall be submitted 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 electronic means to the Chairperson of the Board, the President, Vice President, or Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present in person, and if, either before or after the meeting, each of the persons entitled to vote, not present in person, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

1. Removal of directors without cause;
2. Filling of vacancies on the board by members;
3. Amending the articles of incorporation; and
4. An election to voluntarily wind up and dissolve the corporation.
Section 5. **Quorum for Meetings.** A quorum shall consist of the voting members of the corporation who are present at a duly called and held meeting with respect to which proper notice has been provided.

In the absence of a quorum due to a withdrawal of members from the meeting, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

Notwithstanding any other provision of this article, because this corporation authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person, no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

Section 6. **Majority Action as Membership Action.** Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these bylaws require a greater number.

Section 7. **Voting Rights.** Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of directors, however, shall be by ballot or by voice vote.

Section 8. **Proxy Voting Prohibited.** Members entitled to vote shall be not permitted to vote or act by proxy.

Section 9. **Conduct of Meetings.** Meetings of members shall be presided over by the chairperson of the board, or, if there is no chairperson, by the President of the corporation (or any Co-President), or in the President's absence, by the Secretary of the corporation or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members, present in person. The secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by such rules as determined by the Board from time to time,
insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with any provision of law.

Section 10. **Action by Written Ballot Without a Meeting.** Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, they shall not be counted as votes either for or against the election of a director.

A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

Section 11. **Reasonable Nomination and Election Procedures.** This corporation shall make available to members reasonable nomination and election procedures with respect to the election of directors by members. Such procedures shall be reasonable given the nature, size, and operations of the corporation, and shall include:

(a) A reasonable means of nominating persons for election as directors.

(b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.

(c) A reasonable opportunity for all nominees to solicit votes.

(d) A reasonable opportunity for all members to choose among the
nominees.

Generally, any person who is qualified to be elected to the board of directors shall be nominated at the meeting of members held for the purpose of electing directors by any member present at the meeting in person. However, if the corporation has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5221 of the California Nonprofit Public Benefit Corporation Law may be used to nominate persons for election to the board of directors.

If this corporation has five thousand (5,000) or more members, then the nomination and election procedures specified in Section 5522 of the California Nonprofit Corporation Law shall be followed by this corporation in nominating and electing persons to the board of directors.

Section 12. Action by Unanimous Written Consent Without Meeting. Except as otherwise provided in these bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

Section 13. Record Date for Meetings. The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

Section 14. Associates. Nothing in this Article II shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law. 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 the above-referenced Section 5056.

ARTICLE IV

DIRECTORS

Section 1. Powers. Subject to the limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed
and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the other officers, agents, and employees of the corporation; prescribe powers and duties for them that may not be inconsistent with law, the Articles, or these Bylaws; fix their compensation; and require from them security for faithful service.

(b) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles, or these Bylaws, as they may deem best.

(c) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 2. Qualifications of Directors. A eligible director shall be a person meeting the requirements of membership and be a member in good standing of the corporation.

Section 3. Number of Directors. The authorized number of directors shall be not less than seven and not more than thirty until changed by amendment of the Articles or by a Bylaw. The immediate past President (who is not a current director) shall be eligible to serve on the Board for one year together with the then acting directors with full voting privilege as a director of the Board.

Section 4. Selection and Term of Office. Directors shall be elected at each annual meeting of the members. Each director shall hold office for a three year period, beginning on April 1st of the year in which the director is elected and concluding at the end of the third consecutive year, or until a successor has been elected and qualified. Successors for directors whose terms of office are then expiring shall be elected at the annual meeting of the members in the year such terms expire. The corporation shall stagger the terms of the Board of Directors so that in each year approximately one-third of the directors are new, one-third are in their second year, and one-third in their third year. A director may succeed himself or herself in office.

The Board of Directors of the unincorporated association shall continue to act as the directors of the corporation upon incorporation, in accordance with the same class and term; provided, however, upon incorporation, the terms of bylaws of the corporation shall be effective with respect to all rights and duties of directors.
Section 5. Restriction Regarding Interested Directors. Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" are:

(a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other 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, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 6. Vacancies. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such a resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled in the same manner as the director(s) whose office is vacant was selected, provided that vacancies to be filled by election by directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director or if the authorized number of directors is increased.

As set forth in California Corporations Code §5221(a), the Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 "Standards of Conduct" (commencing with §5230) of Chapter 2 of the California Nonprofit Public Benefit Corporation Law (Part 2 of Division 2 of Title 1 of the California Corporations Code). As set forth in California Corporations Code §5222(a)(3), the Board may remove a director without cause upon approval by a majority of the directors then in office.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 7. Place of Meeting. Meetings of the Board shall be held at any place within or outside the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 8. Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business. Annual
meetings of the Board shall be held upon notice as required for special meetings during the fourth calendar quarter of the year on a date and at a time and place as specified by special notice.

Section 9.  **Regular Meetings.** Regular meetings of the Board shall be held quarterly or upon notice as required for special meetings on such dates and at such times as may be fixed by the Board.

Section 10.  **Special Meetings.** Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman of the Board, the President (or any Co-President), any Vice President, the Secretary, or any two directors.

Special meetings of the Board shall be held upon four (4) days' notice by first class mail or forty-eight (48) hours' notice given personally or by telephone, electronic mail (e-mail), facsimile (fax), telex, or other similar means of communication. Any such notice shall be addressed or delivered to each director at the director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 11.  **Quorum.** A majority of the then acting directors in good standing constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 12 of this Article III. 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, unless a greater number is required by law or by the Articles, except as provided in the next sentence. 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 such meeting.

Section 12.  **Participation in Meetings by Conference Telephone.** Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation, as defined in Sections 20 and 21 of the California Corporations Code, or similar communications equipment, so long as all members participating in such meeting can hear one another, or, in the case of electronic transmission by and to the corporation, if all participants in the meeting can communicate with each other concurrently and can participate in all matters before the board, including, but not limited to, proposing a specific action or objecting to a specific action of the Board.
Section 13. **Waiver of Notice.** Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 14. **Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 15. **Action without Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to that action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 16. **Rights of Inspection.** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation of which such person is a director.

Section 17. **Executive Committees.** The Board may appoint one or more executive committees, each consisting of two or more directors, and delegate to such executive committees any of the authority of the Board except with respect to:

(a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;

(b) The filling of vacancies on the Board or on any committee;

(c) The fixing of compensation of the directors for serving on the Board or on any committee;

(d) The amendment or repeal of bylaws or the adoption of new bylaws;

(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(f) The appointment of other committees of the Board or the members thereof;
(g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or

(h) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law.

Any such executive committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such executive committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any executive committee who may replace any absent member at any meeting of the executive committee. The Board shall have the power to prescribe the manner in which proceedings of any such executive committee shall be conducted. In the absence of any such prescription, such executive committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such executive committee shall otherwise provide, the regular and special meetings and other actions of any such executive committee shall be governed by the provisions of this Article IV applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each executive committee.

Section 18. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee shall consist of non-directors appointed by the Board to serve at the pleasure of the Board. Advisory Committees shall determine their own meeting rules and whether minutes shall be kept.

Section 19. Fees and Compensation. Directors and members of committees shall not receive any compensation for their services, but may receive such reimbursement for actual, out-of-pocket expenses as may be fixed or determined by the Board.

Section 20. Insurance for Corporate Agents. The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chairman of the Board, a President (or two co-Presidents, as determined by the Board from time to time), a Secretary, a Recording Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant
Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article V. Any number of offices may be held by the same person except as provided in the Articles and except that neither the Secretary nor the Treasurer may serve concurrently as a President or Chairman of the Board.

Section 2. **Election.** The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article V, shall be chosen annually by, and shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 3. **Subordinate Officers.** The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. **Removal and Resignation of Officers.** Any officer may be removed, either with or without cause, by the Board, at any time or, except in case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

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

Section 5. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. **Chairman of the Board.** The Chairman of the Board shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board.

Section 7. **President.** Subject to such powers, if any, as may be given by the Board to the Chairman of the Board, the President (or Co-Presidents, as applicable) is the chief executive officers of the corporation and have, subject to the control of the Board, general supervision of the business and officers of the corporation. In the absence of the Chairman of the Board, the President (or either of the Co-Presidents) shall preside at all meetings of the Board. The President have the general powers and duties usually vested in the office of president of a corporation and such other powers and duties as may be prescribed by the Board. The term
“President” as used in the bylaws shall mean and refer to the then acting Co-Presidents as may be appointed by the Board.

Section 8. **Vice Presidents.** In the absence or disability of the President (or all Co-Presidents), the Vice Presidents, if any, are appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President (or Co-Presidents) and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 9. **Recording Secretary and Secretary.**

The Recording Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, 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 Board and committee meetings, and the proceedings thereof. The Recording Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the corporation's Articles and Bylaws, as amended to date, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall exercise all duties regarding correspondence of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 10. **Treasurer.** The Treasurer is the Chief Financial Officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all reasonable times be open to inspection by any director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer 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.

**ARTICLE VI**

**CORPORATE RECORDS**

Section 1. **Maintenance of Corporate Records.** The corporation shall keep at its principal office in the State of California:
(a) Adequate and correct books and records of account;

(b) Minutes of all meetings of directors and committees of the board; indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(c) A copy of the corporation's articles of incorporation and bylaws as amended to date.

Section 2. Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation. Such inspection may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 3. Annual Report. The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation, which report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

(e) Any information required by Section 4 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 4. Annual Statement of Specific Transactions to Members. This corporation shall mail or deliver to all directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a director or indirect material financial interest:

(a) Any director or officer of the corporation, or its parent or its subsidiary (a mere
common directorship shall not be considered a material financial interest); or

(b) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than Fifty Thousand Dollars ($50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than Fifty Thousand Dollars ($50,000).

Similarly, the statement need only be provided with respect to indemnification or advances aggregating more than Ten Thousand Dollars ($10,000) paid during the previous fiscal year to any director or officer.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person’s relationship to the corporation, the nature of such person’s interest in the transaction, and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE VII

INDEMNIFICATION

Section 1. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, President, employees and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying such positions, against all expenses, judgments, fines, settlement and other amounts actually and reasonably incurred by them in connection with any "proceeding" or “action” as these terms are used in Section 5238. The term "expenses", as used in this bylaw, shall have the same meaning as in Section 5238 of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) whether the applicable standard of conduct under Section 5238(b) or (c) has been met and, if so, the Board shall authorize indemnification as set forth in Section 5238(e). If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which the indemnification is sought prevents the formation of a quorum of directors who are not parties to the proceeding, then the person or persons seeking indemnification, or the corporation, or the attorney or other person rendering services in connection with the defense, may apply to the court in which the proceeding is or was pending requesting such a determination and authorization.
Section 3. **Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of the Article of these Bylaws in defending any proceeding covered by these Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE VIII

OTHER PROVISIONS

Section 1. **Endorsement of Documents; Contracts.** Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chairman of the Board, the President, or any Vice President and the Secretary, any Assistant Secretary, the Treasurer, or any Assistant Treasurer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. **Representation of Shares of Other Corporations.** The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by a proxy or power of attorney duly executed by such officer.

Section 3. **Construction and Definitions.** Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 4. **Amendments.** These Bylaws may be amended or repealed by the approval of the members.

Section 5. **Property of the Association.** All property owned by the unincorporated association shall vests in the corporation on its incorporation, subject to existing debts and liabilities.
ARTICLE IX

EMERGENCY PROVISIONS

Section 1. General. The provisions of this Article VII shall be operative only during a national emergency declared by the President of the United States or the person performing the President’s functions, or in the event of a disaster making it impossible or impracticable for the corporation to conduct its business without recourse to the provisions of this Article VII. In such event, the provisions of this Article VII shall override all other Bylaws of the corporation in conflict with any provisions of this Article VII and shall remain operative as long as it remains impossible or impracticable to continue the business of the corporation otherwise, but thereafter shall be inoperative; provided that all actions taken in good faith pursuant to such provisions shall thereafter remain in full force and effect unless and until revoked by action taken pursuant to the provisions of the Bylaws other than those contained in this Article VII.

Section 2. Unavailable Directors. All directors of the corporation who are not available to perform their duties as directors by reason of physical or mental incapacity or for any other reason or whose whereabouts are unknown shall automatically cease to be directors, with like effect as if such persons had resigned as directors, so long as such unavailability continues.

Section 3. Authorized Number of Directors. The authorized number of directors shall be the number of directors remaining after eliminating those who have ceased to be directors pursuant to Section 2.

Section 4. Quorum. The number of directors necessary to constitute a quorum shall be the number bearing the same proportional relationship to the number of directors remaining pursuant to Section 2 as the quorum established in Article IV, Section 9 bears to the authorized number of directors set forth in Article IV, Section 2.

Section 5. Directors Becoming Available. Any person who has ceased to be a director pursuant to the provisions of Section 2 and who thereafter becomes available to serve as a director shall automatically resume performing the duties and exercising the powers of a director unless the term of office of such person has expired in accordance with its original terms and a successor has been selected and qualified.

ARTICLE X

AFFILIATIONS

Section 1. National Affiliation. The corporation shall be affiliated with the NATIONAL ALLIANCE ON MENTAL ILLNESS (NAMI), a nonprofit corporation, located in Arlington, Virginia.
Section 2. **State Affiliation.** The corporation shall be affiliated with NAMI CALIFORNIA, a California nonprofit public benefit corporation, located in Sacramento, California.
CERTIFICATE OF SECRETARY
of
NAMI SAN MATEO COUNTY
a California nonprofit public benefit corporation

I hereby certify that I am the duly elected and acting Secretary of this corporation and that the foregoing Bylaws, comprising nine (9) pages, constitute the Bylaws of this corporation as duly adopted by the Board of Directors thereof.

Dated: _________________, 2007

________________________________________
Secretary

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