

**State of California
Secretary of State**



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of d.1 page(s) is a full, true and correct copy of the original record in the custody of this office.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



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DEBRA BOWEN
Secretary of State

RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the president and the secretary, respectively, of NAMI of San Joaquin County, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLES OF INCORPORATION OF NAMI SAN JOAQUIN COUNTY

ARTICLE I: NAME

The name of this organization is NAMI San Joaquin County. NAMI is an acronym for National Alliance on Mental Illness. The organization is located in and primarily serves San Joaquin County in the state of California.

ARTICLE II: PURPOSES AND POLICIES

Section A. General Purposes. This corporation is a California nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public, charitable, and educational purposes.

Section B. Specific Purposes. Within the context of the general purposes stated above, this corporation is formed to:

1. The purpose of NAMI San Joaquin County shall be to provide support, education and advocacy for families and persons with mental illness.
2. NAMI San Joaquin County is incorporated as a nonprofit 501 (c) 3 corporation under the laws of the state of California and shall meet the requirements of a tax exempt organization under the provisions of the Federal Internal Revenue Code.
3. Within the context of the general purposes stated above this corporation is formed to:
 - a. Provide support for individuals with mental illness, their family members, and friends.

- b. Educate consumers, the family, and friends of persons with mental illness, and the general public, about mental illness and the needs of individuals with mental illness.
- c. Work to eliminate the stigma associated with mental illness.
- d. Encourage the establishment and improvement of treatment facilities and services for persons with mental illness.
- e. Inform and educate the public, government agencies, and the state and federal legislatures regarding new treatment methods, research efforts, and legislation affecting individuals with mental illness and their families.
- f. Increase the involvement of family members in the operation and decision making processes of the mental health system.
- g. Support research on mental illness and alternative treatments for persons with mental illness.
- h. As an affiliate chapter, participate in and further the work of NAMI California and NAMI (National Alliance on Mental Illness).
- i. Solicit and receive funds for the accomplishment of the above purposes.

4. The property of this corporation is irrevocably dedicated to public and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer or to the benefit of any private person. If for any reason, NAMI San Joaquin County is dissolved, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to NAMI California, a nonprofit corporation organized and operated exclusively for public, educational, or charitable purposes and which has established its tax exempt status under Section 501 (c) 3 of the Federal Internal Revenue Code.

ARTICLE III: RELATIONSHIP WITH NAMI

Section A. NAMI San Joaquin County is an affiliate of NAMI California and exists for the purposes of accomplishing, at the local level, the purposes of NAMI in accordance with its policies. Within the framework of the responsibility that it shares with NAMI California for the implementation of the purposes of NAMI and its obligation to comply with the bylaws of NAMI California, NAMI San Joaquin County is a self-governing organization with independent legal existence.

Section B. The relationship of NAMI San Joaquin County with NAMI California and its duties,

obligations and responsibilities are set forth in the bylaws of NAMI California and in the charter that is issued by NAMI California to NAMI San Joaquin County.

Section C. NAMI San Joaquin County shall adopt such bylaws and other articles of organization that are in conformity with the bylaws of NAMI California.

Section D. NAMI San Joaquin County acknowledges that NAMI controls the use of the name, acronym, and logo of NAMI San Joaquin County, that its use shall be in accordance with NAMI policy, and that upon termination of affiliation with or charter by NAMI, the use of the name, acronym, and logo by NAMI San Joaquin County shall cease.

Section E. NAMI San Joaquin County shall be an affiliate in good standing of NAMI and NAMI California as one which:

1. Adheres to the purposes and basic policies of NAMI and NAMI California.
2. Remits dues to NAMI and to NAMI California.
3. Has bylaws, not in conflict with NAMI and NAMI California, and a copy on file with NAMI California.

ARTICLE IV: MEMBERS AND DUES

Section A. Persons who qualify for membership in NAMI include individuals who have a mental illness, individuals or family groups who have a family member or friend with a serious mental illness, or any other individual, family group, or organization that is interested in and committed to the mission of this organization.

Section B. Every individual who is a member of NAMI San Joaquin County is by virtue of that fact, a member of NAMI and NAMI California and is entitled to all benefits of such membership.

Section C. Membership in NAMI San Joaquin County shall be made available without regard to race, color, creed, or national origin, gender, physical or mental disability, religion, age, or sexual orientation, if otherwise qualified for such membership under such rules and regulations, not in conflict with the provision of NAMI bylaws, to any individual who subscribes to the purposes and basic policies of NAMI San Joaquin County.

Section D. NAMI San Joaquin County shall conduct an annual enrollment of members but may admit persons to membership at any time.

Section E. The treasurer shall certify the number of paid members to the treasurer of NAMI California, in writing, at least thirty (30) days in advance of each annual meeting and/or conference of NAMI California.

Section F. Each member shall pay such annual dues to NAMI San Joaquin County as may be

prescribed. The amount of such dues shall include the portion payable to NAMI California (the state portion), and the portion payable to NAMI (the national portion).

Section G. The amount of the state portion of each member's dues shall be determined by NAMI California. The National portion of each member's dues shall be determined by NAMI.

Section H. Dues shall be submitted to NAMI California's treasurer as received. Any membership received by NAMI California shall be submitted to NAMI San Joaquin County's treasurer as received. Membership shall be tabulated on a quarterly basis and expire during the same quarter of the next year.

Section I. Qualified persons shall be admitted to membership upon application to and approval by the Board or an officer designated by the Board (NAMI San Joaquin County Board of Directors) to approve membership applications, and the payment of such dues and fees as the Board may fix from time to time.

Section J. All persons admitted to membership in NAMI shall have the rights afforded members under the California Nonprofit Public Benefit Corporation Law, including the right to vote on issues put before the membership. Provided, however, that each member (whether individual, family group, or organization) shall be entitled to only one vote, and that each member who is not an individual (i.e. members that are a family group or organization/entity) shall designate in writing the individual who shall exercise the voting rights and other privileges on behalf of the member. The designation shall be filed with the Secretary of the corporation and shall be maintained with the corporate records. Said designation may be changed, permanently or temporarily, by written notice to the Secretary of the corporation.

Section K. Each member must pay, within the time and on the conditions set by the Board, the fees, dues, and assessments in amounts to be fixed from time to time by the Board, including dues owed by the corporation to the State or National NAMI affiliates. The fees, dues, and assessments levied on voting members, be them an individual/family membership or consumer membership, shall be equal for all those within each group.

Section L. Those members who have paid the required fees and dues in accordance with these bylaws, who operate in accordance with any code of ethics established by the corporation, and who are not in violation of any NAMI bylaw, rule, or policy, shall be members in good standing.

Section M. Membership shall terminate on the occurrence of any of the following events:

1. Resignation of a member upon notice to the corporation;
2. Failure of a member to pay any fees, dues or assessments set by the Board within the period of time fixed by the Board after they become due and payable;

3. Expulsion pursuant to Section (N) below.

Section N. A member may be suspended or expelled in accordance with this Article IV, based on the good faith determination by the Board, or a committee of the Board authorized to make such a determination, that the member has failed in a material and serious degree to comply with the corporation's Articles of Incorporation, bylaws, code of ethics, if any, or any law applicable to the corporation and its members, or has engaged in conduct which is unbecoming or prejudicial to the purposes and interest of the corporation.

A person whose membership is suspended shall not be a member in good standing during the period of suspension.

Section O. If grounds appear to exist for suspension or expulsion of a member, the procedures set forth below shall be followed:

1. The member shall be given 15 days prior notice of the proposed effective date of a suspension or expulsion and the reasons for the proposed suspension or expulsion. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent first class or express mail to the member's last address as shown on the corporation's records.
2. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or expulsion. The hearing shall be held, or the written statement considered, by the Board or by a committee of the Board authorized to determine whether the suspension or expulsion should take place.
3. The Board or committee shall decide whether or not the member should be suspended, expelled or sanctioned in some other way. The decision of the Board or committee shall be [mal.
4. As a specific condition to membership in this organization, every member agrees that any action challenging a suspension or expulsion of membership, including a claim alleging defective notice, must be filed and served on the President of NAMI San Joaquin County within ninety (90) days after the effective date of the suspension or expulsion.

Section P. All rights of a member of the corporation shall cease upon suspension or expulsion from membership. In the case of expulsion, the member's membership in the corporation shall terminate on the effective date of the expulsion. However, suspension or expulsion shall not relieve the member (or former member) of any existing obligation to the corporation.

Section Q. Membership in the corporation does not constitute an ownership interest in any asset of the corporation at any time. If a membership is terminated for any reason, the corporation

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

Section R. No individual or entity shall hold more than one membership in the corporation.

Section S. Except as limited by law, no member is liable for the corporation's debts, liabilities, or obligations.

ARTICLE V: FISCAL YEAR

The fiscal year of NAMI San Joaquin County shall be on the first day of January each year and end on the last day of December of that year.

ARTICLE VI: MEETINGS AND QUORUMS

Section A. Regular meetings of the membership will be held once each month. All exceptions must be approved by the Board.

Section B: The Board shall have an open meeting. The Board will select a meeting schedule for the new year at their first (1st) Board meeting of the year and inform the General Membership of that schedule. The Board may hold a meeting: a) once a month, b) every other month, 3) or quarterly. Meeting time and place will be determined by the Board. The Board meeting schedule will be determined by two thirds of Board Members at a legally constituted meeting (having a quorum). Board Meeting schedule will be determined annually.

Section C. Meetings of the members shall be held in any place within or outside California designated by the Board or by written consent of a majority of the persons entitled to vote at the meeting, given before or after the meeting.

Section D. An annual meeting of members shall be held in the month of January at a time and place determined by the Board. At this meeting, any proper business may be transacted, subject to any limitations in law or these bylaws. Written notice of the annual members' meeting shall be given at least 20 days in advance in accordance with the procedures provided in sections (F) and (G) below. Only members may vote at the annual meeting.

Section E. Family mutual support groups may be held as needed at a time and place specified by the Board.

Section F. The Board may call a special meeting, may cancel NAMI meetings, or change the dates under special circumstances. Only members may vote at a special meeting.

Section G. Special meetings of the membership may be called by the President of the Board, the majority of the Board, or a petition of 5% of the membership. A minimum of ten (10) days written notice to voting members shall be given before convening a special meeting.

A special meeting of members shall be called by written request, specifying the general nature of the business proposed to be transacted and submitted to the President or to the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote. If the Board calls the meeting, the meeting date may be any date for which appropriate notice is given in accordance with subsections (H) and (1) below.

No business other than the business, the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section H. Written notice of any members' meeting shall be given, in accordance with these restated articles of corporation, to each member of the corporation. The notice shall specify the place, date, and hour of the meeting, and (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but except as provided in Section(J) below, any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

Section L Notice of any meeting of members shall be in writing and shall be given at least twenty (20) but not more than ninety (90) days before the meeting date. Notice shall be given either personally or by first class or certified mail, charges prepaid, or by other means of written communication, including facsimile and e-mail if in accordance with California Corporations Code Section 20, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for purposes of notice.

Section J. One-third of the voting power of members shall constitute a quorum for the transaction of business at any meeting of members. Provided, however, that if any meeting of members is actually attended by less than one third of the voting members, the only matters that may be voted on are those for which the general nature of the action was specified on the notice of the meeting.

Section K. Subject to Section J, the members present at a duly called or 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 (or by a greater number if required by law or by the Articles of Incorporation or the Bylaws).

Any meeting may be adjourned by a majority of those members in attendance, whether or not a quorum is present.

Section L. Members entitled to vote at any meeting of members shall be those in good standing

as of the date the vote is taken. Each member shall be entitled to one vote at any annual or special meeting of members.

Section M. Proxy voting is not allowed but absentee voting is encouraged.

The President shall cause an absentee ballot to be distributed to each member requesting such. Such ballots shall be mailed or delivered in the manner required by Section I of this article. All solicitations of votes by written ballot shall (1) indicate the number of members responding needed to meet the quorum requirement, (2) state the percentage of approvals necessary to pass the action(s), and (3) specify the time by which the ballot must be received by the corporation in order to be counted. Each ballot so distributed shall (1) set forth the proposed action, (2) provide an opportunity to specify approval or disapproval of each proposal, and (3) provide a reasonable time in which to return the ballot to the corporation. Ballots may be returned by any delivery method authorized for distributing the ballots, including but not limited to fax or e-mail.

Action by written ballot shall be valid only when (1) the number of members casting ballots within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least three years.

ARTICLE VII: OFFICERS AND THEIR ELECTION

Section A. The officers of NAMI San Joaquin County, shall be four (4) in number: President, Vice President, Secretary, and Treasurer.

Section B. A nominating committee shall be appointed at the October Board meeting to select a proposed slate of officers. At least one member shall be a member of the Board. At the December general meeting the committee shall present its slate of nominations and nominations shall also be received from the floor.

Section C. Officers shall be elected by a majority of those eligible voting members present at the December meeting for a term of one (1) year commencing as of the adjournment of the December general meeting and may be reelected to no more than three (3) consecutive terms in the same office. . **However, should a situation arise that a qualified individual is not available to serve or qualified and/or unwilling to serve in one of the positions as described in Section A, an individual currently serving in said position may receive an extension to serve for an additional year in that position by a majority vote of eligible voting members in the December meeting or by the new Board at their first meeting with a quorum and two thirds vote of the Board members present. The same methodology will apply for subsequent years whereby an extension may be granted.**

Section D. A vacancy occurring in any office, with the exception of the President, in which case the Vice President shall automatically become President, shall be filled by a qualified person elected by a majority vote of the remaining members of the Board, for the unexpired term. Notice of such election having been given seven (7) to fourteen (14) days in advance.

Section E. Voting shall be by ballot if there is more than one (1) nominee for office.

Section F. An officer may resign at any time by giving written notice to the President or Secretary of NAMI San Joaquin County. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section G. A vacancy in any office with the exception of the President, because of death, resignation, removal, disqualification, or any other cause shall be filled by a majority vote of the directors present at any properly called meeting of the Board where a quorum is present.

ARTICLE VIII: DUTIES OF OFFICERS

Section A. The elected officers shall perform the duties prescribed by these restated articles of incorporation and shall assume such additional duties as may be prescribed by the Board.

Section B. The President shall:

1. Preside at all meetings of NAMI San Joaquin County, of the Board, and the Executive Committee, and perform all duties usually pertaining to the office.
2. Decide all questions of order and enforce due observance of these bylaws.
3. Have the general responsibility of and supervision over NAMI San Joaquin County.
4. Send notice of the Annual Meeting, with a tentative program, to all members at least thirty (30) days before the meeting.
5. May appoint the executive director, the chairpersons and members of all committees except the nominating committee.
6. Be an ex officio member of all committees except the nominating committee.
7. May appoint a Parliamentarian, subject to approval by the Board.

Section C. The Vice President shall:

1. Shall serve as the Vice Chairperson of the Board.
2. Act as an aide to the President and perform the duties of the office in the absence of the President
3. Perform further duties as determined by the President and the Board including the chairperson of the Speaker Education Committee.

Section D. The Secretary shall:

1. Record all minutes of meetings of NAMI San Joaquin County Board, the Executive Committee and other meetings as requested.
2. Arrange for placing an initial, unapproved copy of the minutes of such meetings in the hands of each member of the Board in a timely manner. The Secretary shall be responsible for correcting minutes as directed by the Board and for filing amended and approved minutes in the NAMI San Joaquin County office.
3. Handle normal correspondence, read selected communications at meetings, and mail special meeting notices to members.

Section E. The Treasurer shall:

1. Be responsible for all funds, securities, and other properties of NAMI San Joaquin County, for receiving and giving receipts for all monies due and payable to the organization from any source whatsoever, for depositing such monies in the name of the organization in such banks, trust companies, or other depositories as shall be designated by the Board, and for disbursing the funds in accordance with the approved budget and upon Board direction.
2. Present a financial statement at all meetings of the Board and of the Executive Committee and at other times when requested to do so by the President, and shall make a full financial report to the Annual Meeting.
3. Maintain a roster of paid members of the organization.
4. The accounts of the organization shall be audited by an independent agent, approved by the Board, as directed by the Board.
5. Present along with the Finance Committee a proposed budget for the approval of the Board, prior to the first Board meeting of the new fiscal year and Chair the Budget and Finance Committee.
6. In general, perform all duties incident to the office of treasurer and such other duties as may from time to time be assigned by the Board.
7. NAMI San Joaquin County funds shall be bonded in an amount determined by the Board. The cost of the bond shall be borne by NAMI San Joaquin County.

Section F. All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined in the bylaws and those assigned from time to time and deliver to their successor all official materials within twenty (20) days following the expiration of their term of office.

ARTICLE IX: BOARD OF DIRECTORS

Section A. The Board of Directors is responsible for the management of NAMI San Joaquin County. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Section B. The Board shall consist of not less than nine (9) and not more than fifteen (15) members. The Board shall be composed of the President, Vice President, Secretary, Treasurer, immediate Past President, and four (4) Directors at Large. Each member of the Board shall be a dues paying member of AMI San Joaquin County.

Section C. The Board shall consist of members of NAMI San Joaquin County who are relatives of persons who have or have had a mental illness, those persons themselves, or a friend sympathetic to mental illness. No more than 30% of the Board may be composed of professionals sympathetic to mental illness. The Board must be composed of individuals dedicated to the purposes of this corporation as set forth below.

Section D. The Board shall appoint interim officers and directors to fill vacancies caused by the absence of officials unable to complete their terms at any properly called and noticed meeting where a quorum is present. The Board may replace any director or officer who fails to perform the duties of their office or becomes incapacitated. This is done after deliberation and upon the affirmative vote of two-thirds (2/3) of the Board members present and voting at the meeting during which the question is presented. In the case of the absence or inability of the President to discharge the duties of the office, the Vice President and the Treasurer in this order shall perform such duties.

Section E. A director may be removed from the Board at any time for cause by a majority vote of the regular members. Except as provided below, any director may resign by giving written notice to the President of the Board, the Executive Director (if any), or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly appointed director or 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.

Section F. A quorum of the Board shall consist of a majority of the authorized and elected number of directors except to adjourn. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. In the absence of a quorum at any meeting and when so ordered by the President or Vice President, matters

requiring prompt consideration may be submitted to the Board by telephone or mail and the votes duly recorded by the Secretary at the next board meeting. No assets of the corporation shall be sold, leased, mortgaged or otherwise disposed of, except by resolution, approved by not less than two-thirds (2/3) vote of the Board. Bylaw amendments require a two-thirds (2/3) vote of the Board before being presented to the membership.

Section G. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four hours. If the original meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the times of the adjournment.

Section H. Directors shall not receive compensation for their services on the Board. Directors may receive such reimbursement of expenses as the Board may determine by resolution to be fair and reasonable at the time that the resolution is adopted.

Section I. Officers shall take office at the close of the December general meeting and shall serve for a term of one (1) year and may be elected for no more than three (3) concurrent terms to the same office. Directors at Large may be nominated and elected by a majority of those members present at the December general meeting for one (1) year terms and may serve no more than three (3) concurrent terms as a Director at Large. New Directors will begin their terms immediately.

Section J. The Board shall:

1. Develop a strategic plan.
2. Be authorized to adopt rules for the transaction of its business provided the rules do not conflict with the affiliate bylaws.
3. Decide all questions of cooperation with other agencies and organizations and may also recommend to the membership such changes in policy or administration as the Board deems advisable.
4. On a quarterly basis, review all NAMI San Joaquin County accounts and certify the accuracy of finance committee reports.
5. Approve and adopt the annual budget.
6. Approve the program, place, time, and date of all affiliate meetings and along with the President or with the majority of Board call special meetings.
7. Fill vacancies occurring in any office and perform any other duties as prescribed in the NAMI San Joaquin County bylaws.

Section K. Regular meetings of the Board shall be held monthly and as necessary.

Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal/public office of the corporation.

Any meeting of the Board may be held by conference telephone or similar communication equipment, so long as the following conditions are met.

1. Each director participating in the meeting can communicate with all other directors concurrently.
2. Each director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose, an objection to a specific action to be taken by the Board.
3. The Board adopts and implements some means of verifying a person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the Board meeting and all statements, questions, actions or votes were made by that director and not by another person not permitted to participate.

Section L. The Board shall hold an annual meeting during the month of January each year for purposes of organization, planning yearly strategic activities, and transaction of other business. Notice of the annual meeting shall be given in accordance with subsection (1) below.

1. Special meetings of the Board for any purpose may be called at any time by the President of the Board, the Executive Director (if any), or any two directors.
2. 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 of written notice;
 - (b) By first class mail, postage prepaid;
 - (c) By facsimile, or electronic mail (if in accordance with California Corporation Code Section 20), either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director.

All such notices shall be given or sent to the director's mail address, facsimile or electronic mail address as shown on the record of the corporation.

Notices sent by first-class mail shall be deposited in the U.S. mail at least seven (7) days before the time set for the meeting. Notices given by personal delivery, facsimile, or electronic mail shall be delivered, or sent at least forty-eight (48) hours before the time set for the meeting.

The notice shall state the date, time and location of the meeting, and the general nature of the business to be discussed.

ARTICLE X: EXECUTIVE DIRECTOR

Section A. An Executive Director may be employed by the Board. The Executive Director, if any, may be either an independent contractor or an at-will employee, as appropriate under law.

1. The Executive Director is responsible for maintaining a positive presence of NAMI San Joaquin County on a local, state and national level.
2. Shall carry out the objectives, policies, and decisions of the Board including executing a strategic plan.
3. Shall advise the officers and the Board with regard to objectives, policies, and strategic plans and keep the officers and Board fully apprised of activities.
4. Raise funds to develop projects determined by the Board and the membership, manage the office, organize volunteers, and carry on any other project established by the Board of Directors, with hours of work and salary to be determined by the Board.
5. Shall be a non-voting ex officio member of the Board and all committees.
6. Shall have such other powers and duties as the Board or the Bylaws may prescribe.

ARTICLE XI: COMMITTEES

Section A. The Board shall, create ad hoc committees, as the need arises, to carry out a specified task. Upon completion of their assignments and acceptance of their reports, the committees shall cease to exist.

Section B. The Board shall create the following standing committees: Audit, Budget & Finance, Hospitality, Legislation, Membership, Newsletter, Publicity, Speaker Education, and Ways and Means.

1. Audit: The Audit Committee shall meet in April of each year. The committee will review all receipts and disbursements to insure that there is proper backup documentation. A Written report shall be submitted to the Board at the May meeting.

2. Budget & Finance: The Budget & Finance Committee shall prepare a proposed budget for the fiscal year. The committee shall study budgets from previous terms and present the proposed budget to the Executive Board at the May meeting. The Committee:

- a. must be chaired by the Treasurer of the organization;
- b. review all actions involving monies, securities and other assets of the organization;
- c. ensure judicious execution of financial activities;
- d. oversee management's implementation of accounting internal controls for the organization;
- e. review quarterly internal financial statements;
- f review annual budgets for adherence to program and policy priorities as identified by the Board.

3. Hospitality: The Hospitality Committee is assigned the responsibility of welcoming members, visitors and new members at meetings, superintending the sign-in sheet; making adequate room arrangement for meetings, and planning for the serving of refreshments.

4. Legislation: The Legislation Committee will review proposed legislation affecting the mental health system and advise the membership as to the significant features; maintain liaison with legislatures and other officials active in this field and support legislation designed to improve the mental health system.

5. Membership: The Membership Committee will promote membership, will maintain membership records, and supply the newsletter committee with updated mailing labels each month.

6. Newsletter: The Newsletter Committee shall be responsible for editing, publishing and distributing the NAMI San Joaquin County newsletter. All NAMI officers and chairpersons of other committees shall provide copies of prospective news items to the Newsletter Committee by the first week of the month.

7. Publicity: The Publicity Committee shall, publicize NAMI San Joaquin County and its activities by all available means. It is responsible for the preparation of copy for newspaper and other media, such copy to be approved in advance by the Board. Information about NAMI San Joaquin County is distributed to all local mental health and social service agencies, hospitals, board and care homes in order to reach consumers and their family members. Brochures shall be replenished and updated as needed.

8. Speaker Education: The Speaker Education Committee chaired by the Vice President, will solicit organizations offering workshops, speakers and education materials and maintain a speaker and workshop bureau, plan programs for meetings, all to be approved by the Board.

9. Ways & Means: The Ways and Means Committee will devise methods of raising

monies to increase the treasury and submit project ideas to the Board, who will implement any adopted ideas/projects.

Section C. Committee chairpersons shall be appointed by the President- with approval of the Board. Committees shall consist of **two (2) or more** members of NAMI San Joaquin County, **however, if enough members are not available to fulfill the above stated requirement, a member of one (1) shall constitute a committee** which shall have and may exercise such powers and authority as may be delegated by the Board, except as may otherwise be provided by the bylaws, the member of each Committee shall be approved and shall serve at the pleasure of the Board.

Section D. In addition to such Committees specifically provided for, the President with approval of the Board shall appoint all ad hoc committees, as the need arises, to carry out a specified task, at the completion of which, it automatically ceases to exist.

ARTICLE XII: PARLIAMENTARY AUTHORITY

Section A. Roberts Rules of Order Newly Revised shall apply on all questions of procedure and parliamentary law not specified by these restated articles of incorporation and shall govern NAMI San Joaquin County and its affiliates in all cases in which they are applicable and in which they are not in conflict with these articles of incorporation.

ARTICLE XIII: INDEMNIFICATION

Section A. To the fullest extent permitted by law, this corporation may indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlement and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in this restated article of incorporation, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section B. 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) of the California Corporations Code whether the applicable standard of conduct set forth in Section 523 8(b) or Section 523 8 c) has been met and, if so, the Board shall authorize indemnification.

Section C. 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 pursuant to these Restated Articles of Incorporation in defending any proceeding covered by such indemnification 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 XIV: RECORDS AND REPORTS

Section A. The corporation, NAMI San Joaquin County, shall maintain corporate records:

1. Adequate corporate books and records of account;
2. Written minutes of the proceeding of its Board and committees of the Board; and
3. A record of each member's and each director's name, address, telephone number, facsimile number, and electronic mail address, if any.

Section B. The corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date.

Section C. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind, physical properties, and the records of each of its subsidiaries, if any. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents. Members shall have the right to inspect the corporation's books, records, and documents to the extent permitted by the California Nonprofit Public Benefit Law.

Section D. The Board shall cause an annual report to be sent to directors within 120 days after the end of the corporation's fiscal year. That report should contain the following information, in appropriate detail, for the fiscal year:

1. the assets and liabilities, including the trust funds, of the corporation as of end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds.
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
4. The expenses or disbursement of the corporation for both general and restricted purposes.
5. Any information required by Section E. of this article.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statement was prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors who request it in writing.

Section E. If any of the following types of transactions or indemnifications occurred during the previous fiscal year, then as part of the annual report to all directors, or as a separate document if no annual report is issued, the corporation shall prepare and mail or deliver to each director a statement of any such transaction or indemnification within 120 days after the end of the corporation's fiscal year:

1. Any transaction:
 - a. in which the corporation, its parent or its subsidiary was a party,
 - b. in which an "interested person" had a direct or indirect material financial interest, and
 - c. which involved more than \$10,000, or was one of a number of transactions with the same "interested person" involving, in the aggregate, more than \$10,000.

The statement shall include a brief description of the transaction the names of "interested persons" involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the "interested person" is a partner, only the interest of the partnership need be stated.

2. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation.

ARTICLE XV: MISCELLANEOUS

Section A. Board members and committee members must actively seek to avoid situations and activities that create an actual or potential conflict between the individual's personal interest and the interest of the corporation. If a board or committee member believes that a conflict exists relative to a particular issue being considered by the Board or any committee, he or she shall disclose the conflict to the Board or committee, as appropriate, and abstain from discussion or voting on the issue.

For purposes of this section and these restated articles of incorporation, a "conflict of interest" means a situation in which a board or committee member is part of a discussion or decision by the board or a committee which has the potential to financially benefit that board or committee member or a member of that board or committee member's immediate family. "Immediate family" means, spouse/domestic partner, children, parents, siblings, parents-in-laws, or siblings-in-law.

Both the fact and the appearance of a conflict of interest should be avoided. Board members or committee members who are unsure as to whether a certain transaction, activity, or relationship constitutes a conflict of interest should discuss it with the President, who will determine whether disclosure to the Board is required.

Section B. All intellectual property prepared or purchased by or on behalf of the corporation shall be the exclusive property of the corporation and Board members agree to deal with it as such.

Section C. Unless the context requires otherwise, the general provisions, rule of construction, and definitions in the Nonprofit Public Benefit Corporation Law shall govern the construction of these restated articles of incorporation.

ARTICLE XVI: AMENDMENTS

Section A. Amendments to these restated articles of incorporation may be proposed by the Board or by any member of NAMI San Joaquin County. Proposed amendments shall be approved by the Board where a quorum is present, so long as the amendments, or the proposed repeal and new bylaws, are provided to each director at least ten (10) days prior to the meeting at which such amendments, repeal, or new bylaws will be discussed and voted on. Such proposals shall be submitted in writing to the full membership not less than thirty (30) days prior to the date of the vote, the voting to occur at the following general meeting. The amendments, repeal, or new bylaws shall be adopted if a majority of the votes cast are in favor thereof.

ARTICLE XVII: DISSOLUTION

Section A. The corporation may elect to voluntarily wind up and dissolve in accordance with Corporations Code section 6610.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: _____

President _____

Dated: _____

Secretary: _____

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of NAMI of San Joaquin County, a California nonprofit public benefit corporation, that the above Bylaws, consisting of 21 typewritten pages including this page, are the Bylaws of this corporation as adopted by the Board of Directors on November 2017, and approved by the members on January 2018, and that they have not been amended or modified since that date.

Executed on the _____ day of _____, California.

Secretary

02/28/18