BYLAWS OF

NAMI SAN MATEO COUNTY

a California Nonprofit Public Benefit Corporation

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TABLE OF CONTENTS

Preamble 3

ARTICLE I – OFFICES 3

ARTICLE II – AFFILIATION 4

ARTICLE III – MEMBERSHIP 5

ARTICLE IV – ANNUAL MEETING OF MEMBERS 6

ARTICLE V – ELECTION OF THE BOARD OF DIRECTORS 11

ARTICLE VI – BOARD OF DIRECTORS 11

ARTICLE VII – DIRECTOR ELECTION PROCEDURE 17

ARTICLE VIII – COMMITTEES 17

ARTICLE IX – OFFICERS 19

ARTICLE X – INDEMNIFICATION AND INSURANCE 22

ARTICLE XI – REPORTS AND RECORDS 25

ARTICLE XII – FISCAL ADMINISTRATION 27

ARTICLE XIII – AMENDMENTS TO THE BYLAWS 28

ARTICLE XIV – STANDARDS OF CARE 28

ARTICLE XV – PROHIBITED TRANSACTIONS 29

ARTICLE XVI – MISCELLANEOUS 30

ARTICLE XVII – DISPUTE RESOLUTION 30

Certificate of Secretary 31

BYLAWS OF

NAMI SAN MATEO COUNTY

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PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of California and the Articles of Incorporation of NAMI San Mateo County. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of California, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE I
OFFICES

Section 1.1. Name

The name of the corporation shall be NAMI San Mateo County.

Section 1.2 Principal Executive Office

The principal office of the corporation is located in San Mateo County, California.

Section 1.3 Mission

Our Mission is to provide compassionate support, education, and advocacy to enhance the quality of life for individuals and families affected by mental illness.

We envision a stigma-free world where individuals, peers and families affected by mental illness and addictive disorders experience healing, recovery, and empowerment enabling everyone to thrive.

Section 1.4. Inclusion

NAMI San Mateo County shall reach out to welcome the community at large through recruitment, education and awareness activities and embrace the broadest possible diversity and inclusivity in membership and leadership.

ARTICLE II
AFFILIATION

Section 2.1 Membership in NAMI National and NAMI California

NAMI San Mateo County is affiliated with NAMI California and NAMI National, the National Alliance on Mental Illness. NAMI San Mateo County shall meet membership requirements as promulgated in the NAMI National governing documents.

Section 2.2 Use of NAMI Affiliate Name and Logo

NAMI San Mateo County acknowledges that the National Alliance on Mental Illness (i.e. NAMI National) controls the use of the name, acronym, and logo of NAMI and that use shall be in accordance with NAMI Policy.

Section 2.3 Termination of Affiliation

NAMI San Mateo County acknowledges that NAMI National controls the use of the name, acronym and logo of NAMI and that use of the logo and name shall be in accordance with NAMI National policy. Upon termination of affiliation with NAMI National, the use of these names, acronyms and logo by NAMI San Mateo County and its Members shall cease.

Section 2.4 Dissolution

In the event that NAMI San Mateo County should be dissolved, any assets remaining following the payment of debts and the satisfaction of liabilities shall be transferred to NAMI California, for tax exempt purposes in the furtherance of its education, research and advocacy objectives.

Section 2.5 Organizational Independence

NAMI San Mateo County is independent of other agencies and advocacy groups not affiliated with NAMI. NAMI San Mateo County will not share bylaws, articles of incorporation, or a Board of Directors with any other group.

ARTICLE III
MEMBERSHIP

Section 3.1 Membership

A Member may be one individual or a household (consisting of two or more individuals living at the same address, even if they are not related as family) that pays annual dues and is counted as one for the purposes of notices, paying dues and voting.

Section 3.2. Membership Rights and Privileges

By virtue of paying annual dues, an Individual, Household or Open Door Member (as provided in Section 3.3) is automatically a Member of NAMI and NAMI California.

Section 3.3. Dues

NAMI San Mateo County will abide by the standardized dues structure as set forth by NAMI National. This includes an “open door” Membership option for individuals with limited financial resources. “Open door” Members shall have all of the same rights and privileges as Members who pay full dues.

Section 3.4. Non-Discrimination

NAMI San Mateo County shall not discriminate against any person or group of persons on the basis of race, ethnicity, culture, language, national origin, age, disability, gender, sexual orientation, gender expression, education, religion, faith, socio-economic status or lived experience.

Section 3.5 Termination of Membership

Upon a Member ceasing to meet the eligibility criteria for Membership set forth in Section 3.1, that Membership shall terminate. The Board of Directors may challenge the

eligibility of any person's Membership for cause. Such cause shall include but not be limited to: failure to comply with the Corporation's Rules or Bylaws; conduct

detrimental to the stated purposes and goals of the Corporation; or failure to uphold the mission and beliefs of the Corporation.

Should the Board of Directors challenge a Membership, the following procedure shall be followed:

1. A written notice shall be delivered electronically or physically by mail based on Member's available contact information to the best of NAMI SMC's ability, setting forth the proposed grounds for discipline. Such notice shall be sent at least fifteen (15) days before the date upon which the Board proposes to act upon the termination or suspension. The notice to the Member of this meeting shall state the date, time and place of the meeting.
2. The Member whose Membership is challenged shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the termination. The hearing will be held by a special committee appointed by the President and composed of no fewer than three board Members.
3. Following the hearing, the committee shall decide whether or not the Membership should be terminated, or the Member suspended or sanctioned in some other way. Committee findings should be documented in a written report that should be forwarded to the Board of Directors for final action.
4. If, after the hearing, the Board of Directors believes the person should be terminated for cause, any appeal shall be resolved by the Board through consultation with NAMI California.

Section 3.6 Records Retention

Hard copy or digital membership records will be kept and accessible for inspection.

ARTICLE IV
ANNUAL MEETING OF MEMBERS

Section 4.1. Place

Annual meetings of the Membership shall be held at any place within San Mateo County designated by the Board of Directors. In the absence of any such designation,

Members' meetings shall be held at the principal office of the corporation. Members may meet virtually by videoconference at the discretion of the Board.

Section 4.2 Annual Meeting

The annual meeting of the Members shall be held once each calendar year at a time and place selected by the Board of Directors.

Section 4.3 Notice

Members shall be informed of the date, time, and place of any meeting by the CEO, President, or Secretary at least ten days prior to the date of the meeting.

The notice shall specify the place, date and hour of the meeting, and those matters which the Board of Directors, at the time of giving the notice, intends to present for binding action by the Members.

4.3.1 Notice of Agenda Items

If action is proposed to be taken at any annual meeting: removing a director, electing a director to fill a vacancy, amending the Articles, or dissolving the Corporation, the notice shall also state the general nature of the proposal(s). Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s).

4.3.2 Manner of Giving Notice

Notice of any meeting of Members at which a vote is to be taken may be given personally, by first-class mail or electronic communication, charges prepaid, addressed to each Member either at the address of that Member appearing on the books of the Corporation or the address given by the Member to the Corporation for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally, deposited in the mail or sent by email. Notice may also be given by a newsletter or similar publication sent to all Members by the Corporation. In this case, it must include all required notice information and be sent to the Members at least twenty (20) days prior to the meeting.

Section 4.4 Quorum

Thirty percent (30%) of current Members shall constitute a quorum for any meeting at which a vote is to be taken. If, however, the attendance at any meeting of the Members, whether in person or by proxy as stipulated in Section 4.12, is less than a majority (<=50%) of the voting power of the Members, the Members may vote only on matters for which general advance notice was given. A meeting at which a quorum is initially present may continue to transact business following the departure of a Member or Members if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 4.5 Conduct of Meetings

All NAMI San Mateo County Membership meetings are open to all Members and the general public. Meetings shall be facilitated by the President, and the Chief Executive Officer (formerly the Executive Director) who is accountable to the Board of Directors, or by a designated representative.

Section 4.6 Adjournment

Any meeting of the Members, whether or not a quorum is present, may be adjourned by the vote of the majority of the Members represented at the meeting, either in person or by proxy. But in the absence of a quorum, no other business may be transacted at the meeting.

Section 4.7 Voting

4.7.1 Eligibility to Vote.

All Members in good standing on the record date shall be entitled to vote at any meeting of Members.

4.7.2 Manner of Casting Votes.

Voting may be by voice or ballot, provided that any election of directors must be by ballot if demanded by any Member before the voting begins. Ballots may be submitted digitally if the meeting is online or hybrid with members both physically present and members who are attending virtually.

4.7.3 Number of Votes.

Each Member entitled to vote may cast one vote on each matter submitted to a vote of the Members. Where the Member is a Household, the Household's "Primary Member," as designated with NAMI California, will cast the membership vote; the corporation will not count any vote from a Household if more than one person casts a vote.

4.7.4 Approval by Majority Vote.

If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting shall be considered the act of the Members, unless the vote of a greater number is required under the California Nonprofit Corporation Law or by the Articles of Incorporation.

Section 4.8 Action by Written Consent without a Meeting

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

Section 4.9 Meeting Notices, Agendas, and Minutes

The Secretary will prepare and distribute meeting notices and other materials to NAMI San Mateo County Members and others on the mailing list.

Section 4.10 Record Date

For purposes of establishing the Members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of Directors may, in advance, fix a record date no more than sixty (60) nor fewer than ten (10) days before the date of any such meeting, nor more than sixty (60) days before action without a meeting. Only Members of record on the date fixed are entitled to notice and to vote except as otherwise provided in the Articles of Incorporation, by agreement or in the California Nonprofit Corporation Law.

If not otherwise fixed by the Board of Directors, the record date for determining Members entitled to notice of meeting of Members shall be the business day preceding the day on which notice is given or, if notice is otherwise fixed by the Board of Directors, the record

date for determining Members entitled to vote at the meeting shall be the day on which the meeting is held.

Section 4.11 Proxies

Each Member entitled to vote shall have the right to do so either in person, whether physically or virtually present, or by a written proxy, signed by the person and filed with the Secretary.

In the case of a proxy issued in connection with the election of the Directors of the Corporation, the proxy shall list the names of all nominees with an indication of the Member's votes. Proxies shall expire after the meeting for which they were issued.

Section 4.12 Inspectors of Election

The Board of Directors, in advance of any meeting of the Members, may appoint one or three inspectors of election to act at the meeting and any adjournment of the meeting. If inspectors are not appointed, any Member, or the holder of a Member's proxy, may call for inspectors to be appointed. If appointed at the meeting on the request of a Member, the majority of Members represented in person shall determine whether one or three inspectors are to be appointed. In the case of any written ballot, the board may similarly appoint inspectors of election to act with powers and duties as set forth in this section.

4.13.1 Duties of Inspectors

The inspectors of election shall determine the number of Memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies; receive votes, ballots, or consents; hear and determine all challenges and questions in any way arising in connection with the right to vote; count and tabulate all votes or consents; determine when the polls shall close; determine the result; and do such acts as may be proper to conduct the election or vote with fairness to all Members.

The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical. If there are three inspectors of

election, the decision, act, or certificate of a majority is effective in all respects of the decision, act, or certificate of all. Any report or certificate made by the inspectors of election is prima facie evidence of the facts stated in the report or certificate.

ARTICLE V
ELECTION OF THE BOARD OF DIRECTORS

Section 5.1. Nominations

Election of Board members shall be conducted in conjunction with the annual meeting of Members. If there is a vacancy on the Board, the current Board has the authority to choose, by simple majority vote, to approve a new Board member to fill said vacancy.

Prior to a meeting of Members at which directors are to be elected, the President shall name a Nominating Committee, which shall begin a selection process for a slate of directors to serve the following year. The names of all nominees approved by the Board of Directors shall be included in the notice of any meeting at which directors are to be elected.

Any Member present at a meeting of the Members at which directors are to be elected may nominate one or more directors from the floor during the meeting.

Section 5.2. Vote Required to Elect Directors

Candidates receiving the highest number of votes shall be elected as Directors to fill specific Board vacancies. No more Directors may be elected than there are specified vacancies on the Board.

ARTICLE VI
BOARD OF DIRECTORS

Section 6.1. General Powers

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the Members, the business and affairs of the Corporation shall be overseen, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

6.1.1 Specific Powers

a) Change the principal executive office or the principal business office in the County of San Mateo from one location to another, and designate any place within the County of San Mateo for the holding of any Members' meeting or meetings, including annual meetings.

b) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.

c) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 6.2. Number of Directors and Qualifications

The authorized number of directors of the Corporation shall not be less than three (3) nor more than fifteen (15) until changed by amendment of these Bylaws. Within this stipulated range, the number of Board Members shall be voted on and approved by the Board.

To be eligible to serve as a Member of the Board of Directors, an individual must be a Member of NAMI San Mateo County, or a Member of a family that is a Member (in which case no more than one individual from that family may be a Member of the Board of Directors at a time) and a resident of the State of California. Directors residing outside of the County of San Mateo must have a connection to the County. An individual must also have a demonstrated ability to comply with the NAMI California Board of Directors Code of Conduct, and have committed no prior violations of such Code of Conduct.

Section 6.3. Election and Term of Office of Directors

The Directors shall be elected by the Members of the Corporation, pursuant to the procedures described in Article V. Each Director shall hold office until expiration of the term for which elected.

Each Director shall hold office for a term of three (3) year(s) or until the Director's successor shall have been elected and qualified. No Director shall serve more than two (2) full consecutive terms. Any former director may serve again after an absence of one (1) year. A partial term is not considered a full term for purposes of the two-term limit.

Section 6.4 Director Conflict of Interest

All Board members are required to sign the NAMI San Mateo County Conflict of Interest disclosure form annually. Failure of new or current Board Members to sign this form shall be subject to removal by the Board.

Section 6.5 Vacancies

A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director, (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 5230 et seq. of the California Nonprofit Corporation Law, (iii) the removal of a Director by the Board of Directors pursuant to Section 6.10, (iv) the vote of the Members to remove a director pursuant to Section 6.9, or (v) the failure of the Members to elect the number of Directors to be elected at a meeting for the election of directors, or (vi) the increase in number of Board Members within range stipulated by Section 6.2 as voted on and approved by the Board.

Section 6.6 Resignations

Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the Chair of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. No director may resign when the Corporation would then be left without a duly elected director or directors in charge of its affairs.

Section 6.7 No Vacancy on Reduction of Number of Directors

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 6.8 Removal of Directors by the Membership

The Membership shall have summary power by vote to suspend, or to remove any Member of the Board of Directors for cause. "Cause" shall include, but not be limited to, misconduct, conviction for a crime, or any action or failure to act which has damaged or is likely to damage NAMI's reputation or for any conduct in violation of State or Federal law, these Bylaws, or of the rules and regulations of the Corporation which may be made from time to time. Such action by the Membership may be taken at any meeting of the Membership at which there is a quorum present and upon the initiative of any Member or Member of the Board. The proceedings of the Membership in such matter shall be final and conclusive.

Section 6.9 Removal of Directors by the Board of Directors

Any Director may be removed with cause by the affirmative vote of a simple majority of the Directors then in office. "Cause" shall include, but not be limited to, misconduct, conviction for a crime, or any action or failure to act which has damaged or likely to damage NAMI's reputation. The failure by an individual Director to attend two meetings of the Board of Directors within a board year without an excuse may serve as a basis for removal of that individual from the Board. The determination of whether a particular individual should be removed for non-attendance shall include consideration of contributions that the individual has made to the organization in the individual's capacity as a Director in lieu of attendance at meetings. When the Board of Directors determines that an individual should be removed, that individual shall be provided with notice of the intention to remove and shall have the opportunity to respond and object to such removal before the full Board within ten days of receipt of notice.

Section 6.10 Filling of Vacancies

By Directors: Newly created directorships resulting from an increase in the number of Directors and vacancies occurring on the Board for any reason may be filled by a vote of a simple majority of the Directors then in office. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of the Director's predecessor.

By the Membership: The Membership may elect a Director at any time to fill a vacancy not filled by the Directors by the calling of a Special meeting at which a quorum is present.

Section 6.11 Place of Meetings

Meetings of the Board of Directors may held at any physical or digital place within San Mateo County that has been designated by the President. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board of Directors may be held at any place within San Mateo County, as designated in the notice of the meeting.

Section 6.12 Annual Director Meetings

Immediately following each annual meeting of Members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers and the transaction of other business. Notice of this meeting is not required.

Section 6.13 Regular Director Meetings

Regular meetings of the Board of Directors may be held at such days and times as the Board may designate. The Board shall meet at least four (4) times a year.

Section 6.14 Special Director Meetings

The President, Vice-President, Treasurer, Secretary, or two (2) or more directors may call special meetings of the Board of Directors at any time.

The Secretary shall distribute notices of the special meeting to each Director by (a) personal delivery of written notice, (b) first-class mail, postage paid, (c) telephone, including voice messaging system or other system or technology designed to record and communicate messages, 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, by (d) fax, (e) email, or (f) other electronic means. Bylaws of the Corporation may be revised at a special meeting.

All such notices shall be given or sent to the director's address or telephone number as shown on the Corporations' records. Notices sent by first class mail shall be deposited in the U.S. mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone or email shall be delivered, telephoned or sent, respectively at least 48 hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office.

Section 6.15 Teleconference Meetings

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

Section 6.16 Quorum

A simple majority of the then current number of directors shall constitute a quorum for the transaction of business. The action of a majority of the Directors at any meeting at which a quorum is present, when duly assembled, is valid as a corporate act, subject to the provisions of the California Nonprofit Corporation law. These include, without limitation, those provisions relating to (a) approval of contracts of transactions in which a Director has a direct or indirect material financial interest, (b) creation of an appointment to committees of the Board of Directors and (c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 6.17 Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time or 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 (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of adjournment.

Section 6.18 Action Without a Meeting

Any action can be taken without a meeting if all Members of the Board of Directors consent in writing to such action. Writing may include handwriting, typed, fax or email. Such consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as any other validly approved action of the Board of Directors.

Section 6.19 Fees and Compensation of Directors

All directors and members of committees of the Board of Directors shall serve without compensation. Directors and committee members may receive reasonable reimbursement for expenses incurred in the performance of such duties, as fixed or determined by the Board of Directors.

ARTICLE VII
DIRECTOR ELECTION PROCEDURE

Section 7.1 Nominating Committee

The President shall appoint a committee of directors to select qualified candidates for election to the Board of Directors at least thirty (30) days before the date of any election of directors by the Members at the annual meeting of members. The nominating committee shall make its report at least fourteen (14) days before the date of election, and the Secretary shall forward the slate of recommended candidates with the notice of meeting required by these bylaws.

Section 7.2 Nominations by Members

Members representing ten percent (10%) of the voting power may nominate candidates at any time before the end of the fourteenth (14th) day preceding such election. On timely receipt of a petition signed by Members representing the required number of votes, the Secretary shall cause the names of the candidates to be placed on the ballot along with those candidates named by the nominating committee.

Section 7.3 Nominations from the Floor

Any Member present at a Membership meeting to elect directors may place names in nomination.

ARTICLE VIII
COMMITTEES

Section 8.1. Creation of Committees

The Board of Directors may, with approval of the President, create one or more committees, each consisting of one or more directors. The Board of Directors may

appoint one or more directors as alternate Members of any such committee, who may replace any absent Member at any meeting. Any such committee shall have all of the authority of the Board of Directors, to the extent provided in the resolution creating such committee, except that no committee may:

1. Take any final action on any matter that, under the California Nonprofit Corporation law, also requires approval of the Members or approval of a majority of all Members;
2. Fill vacancies on the Board of Directors or any committee of the Board of Directors;
3. Amend or repeal bylaws or adopt new bylaws;
4. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
5. Create any other committees of the Board of Directors or appoint the Members of committees of the Board of Directors;
6. Approve any transaction (a) to which the Corporation is a party or one or more directors have a material financial interest; or (b) between the Corporation and one or more of its directors or between the Corporation or any person in which one or more of the directors have a material financial interest.

Section 8.2. Meetings and Actions of Committees

The meetings and other actions of any Board committee shall be governed by the provisions of these Bylaws, except that the time for general meetings of such committee and the calling of special meetings of such committee may be set either by the Chair of the committee or by resolution of the committee. Minutes of each committee meeting shall be kept and filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws.

Section 8.3. Committees

1. **Executive:** The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and the Chief Executive Officer of the Corporation. The Executive Committee may also include Chairpersons of standing committees as applicable. The Executive Committee shall exercise all powers of the Board of Directors between meetings of the Board. All proceedings of the Executive Committee shall be presented to the full Board at its next meeting for inclusion in the official minutes of the Board. The Executive Committee guides development, review

and authorization of personnel policies and procedures and assists the Chief Executive Officer with leadership and management matters.

2. **Standing:** The President shall appoint all standing committees, with the approval of the Executive Committee. There shall be a Governance Committee for receipt and review of proposed amendments of the bylaws.
3. **Other:** The President shall appoint all other committees including Finance Committee and any Ad Hoc committees as needed. An Audit Committee may be appointed when required by law.

Section 8.4 Advisory Committee Members

The Board of Directors may designate one or more advisory committee Members who are not part of the Board of Directors. Such Members shall not have the authority of a Board Member to make decisions on behalf of the Corporation but shall be restricted to making recommendations to the Board.

ARTICLE IX
OFFICERS

Section 9.1 Officers

The officers of the Corporation shall be President, Vice President(s), Secretary and Treasurer and such other officers with such titles and duties as shall be determined by the Board of Directors and as may be elected in accordance with the provisions of this Article. A single individual may hold more than one office, provided that the Secretary and/or Treasurer do not also serve concurrently as President. Officers shall be Members of the Board of Directors.

Section 9.2. Election of Officers

Officers of the Corporation shall be elected annually by the Board of Directors at the Directors' regular meeting following the annual meeting of Members. Officers shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors are elected.

Section 9.3 Resignation of Officers

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

Section 9.4 Vacancies in Office

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 appointments to that office.

Section 9.5 Subordinate Officers

The Board of Directors may appoint, and may authorize the President or another officer to appoint, any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

Section 9.6 Removal of Officers

Any officer may be removed, with cause, by a majority of the Board of Directors, at any regular or special meeting of the Board. Such cause shall include, but not be limited to: failure to perform the duties of the officer's office, the officer exceeding or abusing the power of the officer's office, failure to attend meetings of the Executive Committee, failure to comply with the Corporation's Bylaws or Rules, or conduct detrimental to the stated purposes and goals of the Corporation.

Section 9.7 Responsibilities of Officers

9.7.1 Duties of the President

The President shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the officers of the Corporation. The President shall execute, with the Secretary, in the name of the Corporation, all deeds, bonds, contracts and other obligations and instruments authorized by the Board of Directors to be executed, except as delegated to the Chief Executive Officer (formerly the Executive

Director). The President shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

The President shall preside at all meetings of the Members and all meetings of the Board of Directors. The President shall serve as ex-officio Member of all committees except the nominating committee. The President shall work in partnership with the Chief Executive Officer (formerly the Executive Director) to ensure board resolutions are carried out, will appoint all committee chairs, and act as a spokesperson for the organization.

9.7.2 Duties of the Vice President

In the absence or disability of the President, a Vice President, if any, shall be designated by the Board of Directors to perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon the President. The Vice President(s) shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the President of the Board. In the event that the Board of Directors elects two Vice Presidents, they shall be denominated as the First Vice President and Second Vice President.

9.7.3 Duties of the Secretary

The Secretary shall identify those present, record all votes taken and author a brief summary of issues discussed at Executive and Board meetings. The Secretary will submit meeting minutes within fourteen (14) days of each meeting for distribution, and file as a permanent record, approved minutes approved by the Board.

The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors required by the Bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

9.7.4 Duties of the Treasurer

The Treasurer shall be responsible for overseeing the process for keeping and maintaining adequate and correct books and records of accounts of the properties and business transactions of the Corporation. This shall include accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other

matters customarily included in financial statements. The Treasurer shall chair the Finance Committee if any, assist in the preparation of the budget, help develop fundraising plans and make financial information available to Board Members and the public. The Treasurer shall make a report at each Board meeting.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of this office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in the Treasurer's possession or control on the Treasurer's death, resignation, retirement or removal from office.

9.7.5 Other Duties

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

ARTICLE X
INDEMNIFICATION AND INSURANCE

Section 10.1 Indemnification

10.1.1 Definitions

For the purposes of this article, "agent" means any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil or criminal.

Administrative or investigative "expenses" include without limitation attorneys' fees and any expenses of establishing a right to indemnification under 10.1.2 or 10.1.3(3) of this article.

10.1.2 Indemnification

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the

Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code, or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

10.1.3 No indemnification shall be made under this paragraph

1. In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses that such court shall determine;
2. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
3. Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

10.1.4

To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to 10.1.1 or 10.1.2 in defense of any claim, issue, or matter in the proceeding, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the proceeding.

10.1.5

Except as provided 10.1.2, any indemnification under this article shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in 10.1.1 and 10.1.2 by:

1. A simple majority vote of a quorum consisting of directors who are not parties to such proceeding;
2. Approval or ratification by the affirmative vote of a majority of the votes represented and voting at a duly held Member meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); for such purpose, any Member held by the person to be indemnified shall not be considered outstanding or entitled to vote on the matter; or
3. The court in which such proceeding is or was pending upon application made by the Corporation, the agent, or the attorney or other person rendering services in connection with the defense, whether such application by the agent, attorney, or other person is opposed by the Corporation.

10.1.6

Expenses incurred in defending any proceeding may be advanced by the

Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this article.

10.1.7

Nothing contained in this article shall affect any right to indemnification to which persons other than directors and officers of the Corporation or any subsidiary of the Corporation may be entitled by contract or otherwise.

10.1.8

No indemnification or advance shall be made under this article, except as provided in 10.1.2, in any circumstance when it appears:

1. That it would be inconsistent with a provision of the Articles of Incorporation, a resolution of the Members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
2. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 10.2 Insurance

Upon and in the event of a determination by the Board of Directors of the Corporation to purchase indemnity insurance, the Corporation shall purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this article; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233.

(k) This article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in 10.1.1.The Corporation shall have the power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California Corporations Code.

ARTICLE XI
REPORTS AND RECORDS

Section 11.1. Annual Report

Except as otherwise permitted by the California Nonprofit Corporations Code, the Board of Directors shall make available by request an annual report to the members and directors within one hundred twenty (120) days after the end of the Corporation's fiscal year. The report shall contain the following information, in reasonable detail, duly certified by the Treasurer:

1. Assets and liabilities including trust funds of the Corporation at the end of the fiscal year;
2. Principal changes in the Corporation’s assets and liabilities including trust funds, during the fiscal year;
3. Corporation’s revenue or receipts, both unrestricted and restricted to particular purposes for the fiscal year;
4. Corporation’s expenses or disbursements, for both general and restricted purposes, during the fiscal year;
5. Any information required by California Corporations Code Section 6322.

Section 11.2 Directors’ Right to Inspect

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

Section 11.3. Members’ Inspection Rights

Any Member of the Corporation may obtain from the Secretary of the Corporation, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of Members and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the Member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such Member by the secretary on or before the latest of ten (10) days after the demand by which the list is to be compiled.

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

Section 11.4 Maintenance and Inspection of Articles and Bylaws

The Corporation shall keep at its principal executive office in the County of San Mateo the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours.

Section 11.5 Maintenance and Inspection of Other Corporate Records

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

ARTICLE XII
FISCAL ADMINISTRATION

Section 12.1 Fiscal Year

The fiscal year of the Corporation shall be Jan 1 – Dec 31 but may be changed by resolution of the Board or Directors.

Section 12.2. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board or Directors.

Section 12.3. Contracts

The Board of Directors may authorize any officer(s) or agent(s) of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

ARTICLE XIII
AMENDMENTS TO THE BYLAWS

Except as otherwise required by the California Nonprofit Corporations Code, these Bylaws may be altered, amended, or repealed and new bylaws adopted by the affirmative vote from the Board of Directors.

ARTICLE XIV
STANDARDS OF CARE

A director shall perform the duties of a director, including duties as a Member of any Board Committee on which a director may serve, in good faith, in a manner such director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each care prepared or presented by:

1. One or more officers or employees of the Corporation whom the director believes to be reliable and competent as to the matters presented.
2. Council, independent accountants, or other persons as to the matters which the director believes to be within such persons professional or expert competence.
3. A Board committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such a reliance to be unwarranted.

Except as provided in Article XV below, a person who performs the duties of a director in accordance with this article shall have no liability based upon any failure or alleged failure to discharge that person’s obligations as a director, including, without limiting the

generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a Corporation, or assets held by it, are dedicated.

ARTICLE XV
PROHIBITED TRANSACTIONS

Section 15.1 Loans

Except as permitted by section 5236 of the California Corporations Code, this Corporation shall not make any loans of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this Corporation may advance money to a director or officer of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent of that advance.

Section 15.2 Self-Dealing Transactions

Except as provided in section 15.3 below, the Board of Directors shall not approve or permit the Corporation to engage in any self-dealing transactions. A Self-Dealing Transaction is a transaction to which this Corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction is described in California Corporation Code Section 5233(b).

Section 15.3 Approval

This Corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This Corporation also may engage in self-dealing transaction if the Board determines, before the transaction that (1) this Corporation is entering into the transaction for its own benefit; (2) the transaction is fair and reasonable to this Corporation at the time; (3) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determination must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the interest of the director, or directors in the transaction, and by a vote of the majority of the directors then in office, without counting the vote of the interested director or directors.

ARTICLE XVI
MISCELLANEOUS

Section 16.1 Construction and Definitions

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

Section 16.2 Nondiscrimination

NAMI San Mateo County shall not discriminate against any person or group of persons on the basis of race, ethnicity, culture, language, national origin, geographic origin, age, disability, gender, sexual orientation, gender expression, education, religion, faith, socioeconomic status or lived experience in the requirements for Membership, its policies, or actions.

ARTICLE XVII
DISPUTE RESOLUTION

Section 17.1 Procedure for Dispute Resolution

The NAMI San Mateo County Board of Directors shall mediate resolution of any dispute between its Members, staff, directors, et al., that cannot be successfully resolved by the principals. The President of NAMI San Mateo shall receive written notice from the aggrieved which are party to the dispute, notifying them of the existence of the dispute or grievance and the names of persons authorized to act on behalf of the disputants.

The NAMI San Mateo County President shall appoint a grievance committee to investigate the dispute, work with the parties to mediate a resolution, and present a written report of its findings and recommendations. In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the NAMI San Mateo County President of written notice of the existence of the dispute, the dispute, together with the names of the persons authorized to act on behalf of the Member, shall

be referred to the NAMI California Board for final and binding resolution by the NAMI California Board.

In matters of grievances, the Grievance Committee report and recommendations will be presented to the Board of Directors to approve such recommendations.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of NAMI San Mateo County, a California nonprofit Corporation, and the above Bylaws, consisting of 29 pages, are the Bylaws of this Corporation as adopted at a meeting of the Board of Directors, by majority vote, held on 01/20/2026 and a meeting of the Membership held on _____.

Dated: _____

Executed at: Redwood City, CA

Elyse Brummer

Print Name: Secretary Date: _____

_____

Signature: Secretary

Lisa Fuchs

Print Name: President Date: _____

_____

Signature: President