NAMI SAN ANTONIO, INC.
AND RESTATED BYLAWS

ARTICLE I – NAME & OFFICE

Section 1.1 Name The name of this Texas Non-Profit corporation shall be the National Alliance on Mental Illness San Antonio, Inc., hereinafter referred to as NAMI San Antonio.

Section 1.2 Registered Agent NAMI San Antonio shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Business Organizations Code. The registered office may be, but need not be, identical with the principal office of NAMI San Antonio. The identity of the registered agent and address of the registered office may be changed from time to time by the Board of Directors in compliance with Texas Business Organizations Code.

Section 1.3 Principal Office The principal office of NAMI San Antonio shall be located in the City of San Antonio and/or county of Bexar, and in the State of Texas. NAMI San Antonio may have such other offices in Bexar County as the Board of Directors shall determine or as the affairs of NAMI San Antonio may require from time to time.

Section 1.4 Independence NAMI San Antonio shall be independent of other agencies and advocacy groups not affiliated with NAMI San Antonio, NAMI Texas or NAMI and shall not share bylaws, articles of incorporation, or boards of directors with such other groups. NAMI San Antonio shall be affiliated with both NAMI Texas and NAMI as an affiliate of said corporations.

Section 1.5 Purpose The purposes for which NAMI San Antonio is organized are exclusively charitable and educational within the meaning of Section 501(c)3 of the Internal Revenue Code of 1954 and in accordance of the laws governing Non-Profit corporations in the state of Texas.

Section 1.6 Use of NAMI and Logos NAMI San Antonio acknowledges that NAMI controls the use of the name, acronym, and logo of NAMI, intellectual properties and electronic properties, and that use of the logo and name by NAMI San Antonio shall be in accordance with NAMI policy. Upon termination of affiliation through NAMI the use of these names, acronyms, materials and logo by NAMI San Antonio shall cease. NAMI San Antonio shall not have a corporate seal.

Section 1.7 Fiscal Year The fiscal year shall be January 1 through December 31.

ARTICLE II – MISSION & VISION

Section 2.1 Mission NAMI San Antonio is committed to improving the quality of life for all people affected by mental illness by providing support, education, referral sources and legislative advocacy.

Section 2.2 Inclusion NAMI San Antonio is dedicated to supporting the inclusion of individuals with and without mental illness throughout the corporation.

Section 2.3 Objectives NAMI San Antonio shall provide guidance, coordination and resources to promote communication and education for the membership and the community by:

2.3.1 Establishing a network of local support groups that will serve as influential resources for the decisions that affect persons with serious mental illness;

2.3.2. Establishing the NAMI San Antonio Board of Directors as the pivotal voice for persons affected by serious mental illness;

2.3.3 Combating stigma through education and raising public awareness that mental illnesses affect everyone and treatment works;

2.3.4 Monitoring existing health care facilities, staff, and programming for adequacy and accountability, influencing the pre-professional and continuing education of mental health service providers;

2.3.5 Advocating for the increase of private and governmental funding for mental health facilities and services, care and treatment, and residential and research programs;

2.3.6 Moving all partners of the mental health system toward the common goal of a comprehensive recovery-based model that meets the needs of persons (including children, adolescents, and adults) with serious mental illnesses in the community; and,

2.3.7 Empowering interested community stakeholders to become informed participants at the national, state, county and local level through education in order to understand the comprehensive community mental health system and the needs of decision makers for knowledge that will allow for decisions to be made that will result in successful political and financial outcomes.

Section 2.4 Vision The vision of NAMI San Antonio is to ensure acceptance of and treatment for all those with mental illness to facilitate recovery. NAMI San Antonio shall:

2.4.1 Ensure any persons affected by mental illnesses shall have adequate resources;

2.4.2 Eliminate the stigma of mental illness; and

2.4.3 Lead the way with successful advocacy efforts.

ARTICLE III – MEMBERS

Section 3.1 Eligibility All individuals who endorse and support the mission of NAMI San Antonio are eligible for membership. NAMI San Antonio 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, socio-economic status or lived experience.

Section 3.2 Definition A member may be one individual or a family of individuals living in one household that is counted as one for the purposes of paying dues and voting Members can establish membership in more than one affiliate.

Section 3.3 Privileges Pursuant to NAMI bylaws, by virtue of paying dues to NAMI San Antonio, a member is automatically also a member of NAMI Texas and NAMI. All members in good standing shall have the right to vote on all matters to come before the membership and to hold office. Members are provided education and community referrals. NAMI San Antonio does not provide financial support nor direct treatment services.

Section 3.4 Record Date The record date for determining members who are eligible to receive notice of an annual or special meeting of the membership, entitled to cast a vote, and to otherwise take action, shall be sixty (60) days prior to an annual or special meeting unless the Board of Directors adopts by resolution an alternate record date which shall be no less than thirty (30) days or more than sixty (60) days prior to the annual or special meeting of the membership.

Section 3.5 Good Standing Members in good standing shall be: (1) those whose annual dues have been received by NAMI, NAMI Texas, and NAMI San Antonio and (2) those who have requested NAMI San Antonio membership though NAMI San Antonio's "open-door" requirements during the 12 months preceding the record date for NAMI San Antonio voting.

Section 3.6 Dues Dues are due annually in the month that the member joined If dues are not paid within 60 days from the month that the member joined, the member's name shall be dropped from membership. **Dues are set by NAMI. This includes an "open door" membership option defined by income or economic necessity. "Open door" members shall have all the same rights and privileges as members who pay full dues." Member benefits include: *The Advocate* (NAMI's flagship magazine), access to attend the National Convention at a discounted rate, and online access to member-only content.**

Section 3.7 Resignation A member may resign by notifying the NAMI San Antonio office in any written form of communication. Resignation is effective upon receipt of communication.

ARTICLE IV – MEMBERSHIP MEETINGS

Section 4.1 Monthly Unless otherwise ordered by the Board of Directors, monthly meetings shall be held on the second Tuesday for the membership for educational purposes. The place of all meetings shall be accessible in Bexar County.

Section 4.2 Annual The monthly meeting in November shall be referred to as the annual meeting. Elections shall be held for vacant director positions by totaling the number of members who voted electronically, mailed in ballots, and members casting ballots at the annual membership meeting. This meeting will also be for the purpose of reporting on the operating condition of the corporation and to adopt amendments or revisions to the Bylaws.

Section 4.3 Special Special meetings of the membership may be called by:

4.3.1 The president, or

4.3.2 A majority of the Board of Directors; or

4.3.3 By signed petition of not less than thirty percent (30%) of the voting membership as of the record date pursuant to Article III, Section 3.4.

Section 4.4. Notification The membership shall be notified electronically for those members who have opted to communicate electronically, and by written notice to the member's last known address on record, at least 10 (ten) days and not more than 60 (sixty) days before the date of the annual or special meeting.

4.4.1 Notice of special meetings shall be provided not less than ten (10) days or more than thirty (30) days prior to the meeting.

4.4.2 No business shall be transacted at a special meeting except the business stated in the notice of the meeting.

4.4.3 Any notices that are returned because of the member's failure to update their addresses, said notice shall be deemed delivered.

Section 4.5 Quorum

4.5.1 A quorum shall equal ten percent (10%) of the membership as of the record date and be determined by totaling the number of members who voted electronically, mailed in ballots, and members casting ballots at an annual membership meeting.

4.5.2 The period of time to reach a quorum of votes shall extend for ten working days after the annual meeting. If a quorum is not reached by the tenth working day, the votes are voided and a special meeting shall be called to re-initiate the voting process.

ARTICLE V – BOARD OF DIRECTORS

Section 5.1 Composition The Board of Directors shall not exceed twenty-one directors. At least two-thirds (2/3) of the directors serving at any one time shall be persons who have or have had mental illness, or who are the parents or other relatives, including civil partners, of persons who have or have had mental illness pursuant to NAMI bylaws.

5.1.1 Any director who becomes employed by NAMI San Antonio, during his or her term on the Board shall cease to be a Board member immediately upon such employment.

5.1.2 All members of the Board of Directors are required to sign the NAMI Conflict of Interest disclosure form annually. Failure of new or current Board members to sign this form within thirty (30) days of receipt will result in automatic dismissal from the Board of Directors.

5.1.3 No immediate family members shall serve on the Board of Directors at the same time.

5.1.4 No NAMI San Antonio employee or employee's immediate family member shall serve on the NAMI San Antonio Board of Directors.

Section 5.2 Powers Pursuant to these bylaws the Board of Directors shall have the authority to administer the affairs of, and act on behalf of, the membership of NAMI San Antonio, employ an executive director, and adopt Board Operating Policies & Procedures that are consistent with these bylaws.

5.2.1 No real estate of the corporation shall be sold, leased, mortgaged, or otherwise disposed of, except by resolution approved by a majority vote of the Board of Directors.

5.2.2 Duties and powers of the Board of Directors shall include, but not necessarily be limited to, the duties listed below.

Section 5.3 Duties Within ten days after the first Board meeting in January annually, the Board of Directors shall elect a president, a vice-president, a secretary, and a treasurer to serve for the next calendar year. Officers shall hold only one office at a time. In the event that there is more than one nominee for an office, voting shall be by ballot and a majority vote shall elect.

5.3.1 Special committees and other advisory groups who are not voting members of the Board shall be created as deemed necessary for the proper management of NAMI San Antonio by the then members of the board of directors.

5.3.2 Elect a voting and a non-voting delegate to serve on the NAMI Texas Consumer Council who is an active member of the NAMI San Antonio affiliate.

5.3.3 Failure of a Board member without excuse to attend two consecutive regular Board meetings or four meetings within a calendar year, or who otherwise fails to

perform the assigned duties, shall serve as a basis for removal from the Board by the then members of the Board and the vacancy filled. Board members will notify the executive director or Board president for all excused absences.

5.3.4 NAMI San Antonio Board members may participate in NAMI San Antonio advisory councils and other working groups organized to advise NAMI San Antonio provided that Board members:

a. Do not take any formal leadership role and

b. Shall always be clear that their actions and opinions as participants do not officially represent or reflect the actions and opinions of the Board unless acting under express authorization or appointment by the board, or by the president on behalf of the board, in order to represent the Board officially.

5.3.5. All members of the Board of Directors shall return all NAMI San Antonio property and documents at the conclusion of his or her term.

Section 5.4 Officers and Executive Committee The duties of the officers shall include, but not necessarily be limited to the following duties listed herein. The officers constitute the executive committee. The executive committee shall exercise all powers of the Board of Directors between meetings of the Board and deal with emergencies. All proceedings of the Executive Committee shall be presented to the Board at its next meeting for inclusion in the official minutes of the Board with the approval of the full Board in majority vote. At the first Board meeting after an officer with signature authority for NAMI San Antonio bank accounts steps down and a new officer is elected, a copy of the bylaws and Board minutes which document the election will be given to bank representatives as authorization for changes in bank signature authority for all NAMI San Antonio bank accounts.

5.4.1 The President shall:

a. Be the chief executive officer and shall have general supervision of the affairs of NAMI San Antonio under the direction of the Board of Directors;

b. Preside at all meetings and guide the Board in the enforcement of all policies and regulations relating to NAMI San Antonio;

c. Determine the time and place of meetings;

d. Be the official representative of NAMI San Antonio's activities;

e. Appoint all members of standing and special committees established by the Board except the nominating committee. Standing committee chairmen shall be members of NAMI San Antonio Board of Directors. Special committees may be chaired by any member in good standing of NAMI San Antonio at the discretion of the Board of Directors;

f. Be an ex-officio member of all committees except the nominating committee;

g. Direct all responsibilities and duties of the staff;

h. Authorize all host facility activities;

i. Ensure the registered agent is current; and

j. Seek the advice of a parliamentarian as needed.

k. To read, the president shall assume the duties and responsibility in the absence of an executive director

5.4.2 Vice-President The vice-president shall:

a. Serve as the presiding officer in the absence of the president; and

b. In the event of disability or resignation of the president, serve as president for the remainder of the calendar year.

c. Additional duties assigned by the Board President

5.4.3 Secretary The secretary shall:

a. Record the proceedings of all meetings of the Board of Directors and annual meeting;

b. Within 20 day of the meeting, submit the minutes to the Board of Directors' members;

c. Maintain a permanent record of the minutes of all meetings;

d. Keep all records in the NAMI San Antonio office; and

e. Sign contracts with the president after Board of Directors' approval.

5.4.4 Treasurer The treasurer shall:

a. Keep an accurate account of all money received and disbursed;

b. Disburse money for approved budgeted items upon receipt of invoice or other documentation from the person responsible for the budget item;

c. Use the banking facility approved by the Board of Directors;

d. Prepare monthly reports for information to the Board of Directors;

e. Prepare an annual financial statement for audit and other times as directed;

f. Prepare tax related reports for Board approval;

g. Be a member of the finance committee; and

h. Will turn over the books within 15 days after the end of the calendar year unless previously approved by the executive director or Board president.

Section 5.5 Meetings

5.5.1 Regular Regular meetings of the Board of Directors shall be held at least every other month and at such other times as may be deemed advisable by the president. If the president or vice-president fails to call a meeting every other month, five members of the Board of Directors may call the meeting.

5.5.2 Special Special meetings of the Board of Directors may be called by the president, or a majority of the Board members with at least two (2) days' notice to all Board members.

Section 5.6 Terms of Directors All newly elected directors shall assume their duties on January 1st following the election at which they are elected.

5.6.1 Directors shall serve for a term of three years or until their successors are elected.

5.6.2 No elected director shall serve more than two consecutive terms on the Board of Directors.

5.6.3 After one year following the completion of a second consecutive term, the member may again seek the position of director.

5.6.4 The Board of Directors shall consist of up to twenty-one directors but not less than five at any one time. The number of directors elected in each year shall be determined by the board but shall not be less than one-third the number of those serving at the time of the annual election.

Section 5.7 Vacancy in Directors A vacancy in any elective office shall be filled by appointment by the Board of Directors and the term will be determined based on the fulfillment of the Board member that is being replaced.

Section 5.8 Removal of Directors The then members of the Board of Directors may remove a director from the Board of Directors for misconduct or neglect of duties by a two-thirds vote.

Section 5.9 Quorum A quorum of the Board of Directors is a majority of the then Board of Directors.

Section 5.10 Director's Compensation No director shall receive compensation for his or her services as director or a member of standing or special committees. Nothing herein contained shall be construed to preclude any director from receiving reimbursement for expenses that are incurred on behalf of NAMI San Antonio and approved by the Board of Directors or from

serving NAMI San Antonio in any other capacity and receiving compensation therefore as may from time to time be approved by the Board of Directors.

Section 5.11 Executive Director, Employees, Agents

5.11.1 The executive director is under the direction of the Board of Directors. The executive director reports to the president of NAMI San Antonio, as well as to the Board of Directors, and is responsible for the oversight of and the daily operation and management of NAMI San Antonio.

5.11.2 The executive director has the authority to hire and dismiss employees and agents of NAMI San Antonio with Board approval.

5.11.3 The executive director shall send all notices of meetings.

5.11.4 The executive director shall have no voting rights on the Board of Directors.

5.11.5 Whenever the Board of Directors determines that the best interests of NAMI San Antonio will be served, the executive director shall be removed from office by a two-thirds vote of the then Board of Directors.

5.11.6 At the first Board meeting after the executive director steps down, is removed and/or is replaced, a copy of the bylaws and Board minutes documenting Board notification and/or approval will be provided to bank representatives to provide authorization for changes in bank signature authority for all NAMI San Antonio bank accounts.

ARTICLE VI – VOTING AND ELECTIONS

Section 6.1 Nominating Committee

6.1.1. Composition The Nominating committee shall be appointed by the Board of Directors and composed of three members, two being from the Board of Directors and one from the general membership.

6.1.2. Duties The nominating committee shall:

a. Issue a call for nominations for the Board of Directors no later than August 1 that may include a brief description of the areas of need in the composition of the Board in terms of expertise, and experience of diversity.

b. Receive nominations for all directors by the members, according to procedures developed by the Board of Directors. Nominations and resumes shall be in writing and forwarded to the NAMI San Antonio office c/o the Nominating Committee no less than 45 (forty-five) days prior to the commencement of the relevant annual meeting. The office shall publish the name, nominator, and resume of each individual so nominated after nominees are approved by the committee and then Board of Directors.

c. Consider the qualifications of all candidates responding to the call, candidates proposed by the membership and candidates proposed by members of the nominating committee.

   (1) Names submitted to the committee shall be accompanied by a statement of qualifications, and

   (2) No member shall nominate more than one member for a director per election.

d. Place the names of approved nominees in nomination after the candidate has signed the conflict of interest disclosure, the ethics, the confidentiality and any other forms required by the then Board of Directors.

e. Take into consideration the priorities, principles and many other considerations of NAMI San Antonio to attain a "balanced" Board composition by reviewing the governing documents, including attention to the breadth and diversity of NAMI San Antonio.

f. Automatically disqualify for Board consideration members whose conduct is materially and seriously prejudicial to the mission according to the then board.

g. Meet after the election of new board members and before the first board meeting of the following year to nominate Board officers for the following year.

Section 6.2 Voting List Voting members and voting members' agents or attorneys may inspect the voting list and copy it at a reasonable time no later than two days after the date notice is

given for the meeting in which voting is to take place. The corporation shall make the voting list available at the meeting. Any voting member or voting member's agent or attorney is entitled to inspect the list at any time during the meeting before adjournment.

Section 6.3 Cumulative Voting and Waiver of Notice No cumulative voting shall be permitted. Waiver of notice is not permitted.

Section 6.4 Voting Voting instructions shall accompany the ballot. Voting may be by electronic means by a third party electronic counting company or ballots may be mailed to NAMI San Antonio voting members citing specific time constraints. Ballots shall be securely kept for three (3) years following the close of balloting. A plurality vote that is not a majority vote shall elect. In the event of a tie, lot shall be drawn in the presence of those attending the annual membership meeting.

ARTICLE VII – COMMITTEES

Section 7.1 Standing Committees The standing committees of NAMI San Antonio shall be: executive committee, audit, education, finance, governance and policy, grants, planning and development, and walk. Based on Board membership, committees may be combined by Board vote.

7.1.1 Standing committees' goals and duties, enumerated in the board's Operating Policies & Procedures, shall be to support the goals of the Board and NAMI San Antonio's mission.

7.1.2 Standing committees, except the audit committee, shall meet at least every other month and provide written reports to the Board of Directors.

7.1.3 Each director is expected to serve as chairman, vice chairman or member of a committee.

Section 7.2 Special Committees There shall be such special committees as may be deemed necessary by the Board of Directors.

ARTICLE VIII – ELECTRONIC MEETINGS

The Board of Directors, standing committees, and special committees shall be authorized to meet by telephone conference or through other electronic communications media, as long as all members may simultaneously hear each other and participate during the meeting.

ARTICLE IX – INDEMNIFICATION

Section 9.1 Reimbursement:
NAMI SA shall indemnify its directors, former directors, and delegates as required by Texas Business Organizations Code, section 8.051. The Board of Directors may, in its discretion, authorize NAMI SA to indemnify its present and former directors, delegates, officers, employees, or agents as authorized and permitted by Texas Business Organizations Code,

sections 8.101 8.102, and 8.105 and as determined in accordance with section 8.103

Section 9.2
Insurance: NAMI SA shall purchase and maintain insurance as permitted by Texas Business Organizations Code, section 8.151. The Board of Directors shall, in its discretion, determine the scope and amount of the coverage of such insurance.

Section 9.3 Legal Suits In any suit or legal action, the Board of Directors may, in its discretion, authorize NAMI SA to advance legal fees and other costs as provided by Texas Business Organizations Code, sections 8.104 and 8.105.

Section 9.4 Notification to Members: Reports to the members of NAMI SA shall be made as required by Texas Business Organizations Code, section 8.152 regarding indemnification and advance of expenses made under this Article of these Bylaws.

ARTICLE X DISPUTE RESOLUTION

Section 10.1 Disputes between Members and The Board of Directors Members with any concerns about Board activities are encouraged to bring those concerns before the Board of Directors who will make a good faith effort to resolve them. However, The Board of Directors by majority vote will make a final decision on the validity of the complaint and any resolution if deemed appropriate.

Section 10.2 Disputes Among the Board Disputes among the Board of Directors are resolved by majority vote of the current membership of the board.

Section 10.3 Definition of Good Faith A good faith effort to resolve a dispute involves proper presentation of concerns to the Board of Directors which has been empowered by the vote of the membership to resolve issues. The involvement of outside parties contravenes the meaning of "good faith" and projects a negative image of NAMI San Antonio to the community which does not serve the welfare of our membership.

ARTICLE XI -RECORDS

Section 11.1 Open Records NAMI San Antonio shall keep complete, accurate, factual, historical and current books and records of accounts as prescribed in the duties of the officers of the executive committee. Any member, with proper written 5 day notice, may inspect the books and records during an agreed upon time and within standard business hours. Records provided will be based on the current NAMI Standards of Excellence recommendations.

Section 11.2 Confidential Records Membership records, their addresses and the names and address information on contributors shall be reported only to NAMI Texas and NAMI for the purpose of maintaining an accurate listing of all members in good standing for voting and accounting purposes. Such records are considered confidential and proprietary.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of NAMI San Antonio in all cases to which they are applicable and in which they are consistent with the bylaws of NAMI, NAMI Texas, these bylaws and the Texas Business Organizations Code.

ARTICLE XIII – AMENDMENTS

Revisions or amendments to the Bylaws may be proposed by any member or any director. Any such proposed revision or amendments shall be submitted in writing to the governance and policy committee not less than sixty (60) days prior to the date of the next annual meeting. Each member shall receive in writing all proposed revisions or amendments to the bylaws not less than thirty (30) days prior to the next annual meeting of the members. Proposed revisions or amendments shall be presented by the Board of Directors to the membership at such next annual meeting or at Special meeting as specified in 4.3. Two-thirds of the members voting shall be required to revise or amend the bylaws, provided a quorum is present by ballots cast. Voting may be in person, by mail or by electronic means.

ARTICLE XIV DISSOLUTION

Upon dissolution of NAMI San Antonio, or the winding up of its affairs, whether voluntary or involuntary, the financial assets of NAMI San Antonio shall be distributed to NAMI Texas. Other assets of NAMI San Antonio remaining on hand after all debts have been satisfied shall be distributed exclusively to charitable, religious, scientific, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Jan 18, 2020

President **Date**

Secretary **Date**

2020 tm

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President — **Date**

Secretary — **Date** January 18, 2020

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