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Bylaws of California Association of  
Mental Health Peer Run  
Organizations (CAMHPRO) A  
California Nonprofit Public Benefit  
Corporation

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JANUARY 9, 2018

CAMHPRO

2000 Embarcadero Cove, Suite 400, Box 80 Oakland, CA 94606

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# Bylaws of California Association of Mental Health Peer Run Organizations (CAMHPRO) A California Nonprofit Public Benefit Corporation

## **ARTICLE I - NAME, MISSION, AND PURPOSE AND OBJECTIVES**

### **SECTION 1 - NAME**

The name of this corporation is California Association of Mental Health Peer Run Organizations (the “Corporation”).

### **SECTION 2 - MISSION**

The Corporation is a 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 of California (“California Nonprofit Corporation Law”) for public and charitable purposes. The mission of the Corporation is to transform communities and the mental health system throughout California to empower, support, and ensure the rights of consumers, eliminate stigma and advance self-determination for all those affected by mental health issues by championing the work of consumers and consumer-run organizations.

### **SECTION 3 - PURPOSE**

The purpose of the Corporation is to promote the work and mission of peer-run organizations devoted to advocacy and empowerment for mental health consumers. In the context of these general purposes, the Corporation will work on local, regional, and statewide levels to promote:

- The involvement of consumers at all levels of planning, policy, and programming for mental health and related systems

- Advocacy efforts
  - Elimination of stigma and discrimination related to mental health, and promotion of social inclusion
  - Protection of the rights of people with mental health issues, with special focus on self-determination and choice
  
- Consumer employment
  - Employment opportunities at all levels of the mental health system, including government and contract agencies
  - Growth of high quality peer-support services and the peer-support model across the mental health sector
  - Support for career development and advancement for consumers in all employment opportunities
  
- Training and Education
  - Technical assistance for the development and growth of peer-run organizations and programs
  - Leadership, advocacy, organizational development, and empowerment training for groups and individuals
  - Conferences and other educational opportunities

## SECTION 4 - LIMITATIONS

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

## ARTICLE II - CORPORATE OFFICES

### SECTION 1 - CORPORATE OFFICE

The principal office for the transaction of the activities and affairs of the Corporation (the “Principal Office”) shall be located at:

2000 Embarcadero Cove, Suite 400, Box 80, Oakland, CA 94606

The Board of Directors (the “Board”) may change the principal office from one location to another within the named county. Any such change of location must be made by the Secretary on these Bylaws, noting the changed address and effective date above, and such change of address shall not be deemed, nor require, an amendment of these Bylaws. Alternatively, this Section may be amended to state the new location.

However, the Corporation shall at all times maintain its Principal Office in the State of California. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

## **ARTICLE III - IRREVOCABLE DEDICATION OF ASSETS**

### **SECTION 1 – PROPERTY DEDICATED TO NONPROFIT PURPOSES**

The property of this Corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person.

### **SECTION 2 - DISTRIBUTION OF ASSETS UPON LIQUIDATION**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE IV - MEMBERS**

### **SECTION 1 - MEMBERS**

This corporation will be a membership organization. Members are consumer run organizations. All organizations are welcome to apply and will be reviewed for membership by the Board on an individual basis based on the criteria in Article IV, Section 2.

### **SECTION 2 - QUALIFICATIONS AND CLASSES OF MEMBERSHIP**

The Corporation shall have three (3) classes of members, designated as “Core Member



Organizations”, “Associate Member Organizations And “Individual Members”.

Any organization dedicated to the purposes of the Corporation and satisfying all of the following criteria below shall be eligible for membership as a **Core Member Organization** on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time:

1. The member must be a consumer/survivor-operated organization that is planned, delivered, and evaluated by consumer/survivors themselves;
2. All of the member’s executive management, 51% of staff and 51% of the Board of Directors need to be consumers, as evidenced by bylaws and/or organizational policies;
3. The member must be an independent non-profit organization;
4. The member must have been in existence as an independent non profit for at least two (2) years prior to application as a Core Member Organization;
5. The member should operate on a minimum annual budget of \$100,000, although the Board may approve exceptions on a case by case basis; and
6. The member’s mission must align with the Corporation’s mission, vision, and values as herein and henceforward clarified.
7. Member must sign and agree to follow the CAMHPRO code of conduct as established by the Board of Directors.

Any organization dedicated to the purposes of the Corporation and satisfying the following criteria below shall be eligible for membership as an **Associate Member Organization** on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time:

1. Meet two of the three of the following CAMHPRO criteria: the member must be consumer-operated at the staff, management, and governance levels. See Article IV, Section 2, 2
2. The member must have been operational for at least two (2) years prior to application as an Associate Member Organization
3. The member must have a unique mission statement and organizational identity

4. The member must have a governing body that has decision-making ability, including the ability to hire and review the Executive Director
5. The member should operate on a minimum annual budget of \$50,000, although the Board may approve exceptions on a case by case basis
6. Member must sign and agree to follow the CAMHPRO code of conduct as established by the Board of Directors.

Any individual dedicated to the purposes of the Corporation and satisfying the following criteria below shall be eligible for membership as an “Individual Member” on approval of the membership application by the director and on timely payment of such dues and fees as the Board may fix from time to time:

1. The member must be a consumer as defined below:
  - a. A mental health consumer is a person who has (or had) a mental health issue that has disrupted his or her education, employment, physical health, housing, social connections and/or quality of life and has used behavioral health (mental health) services and/or used or sought out alternative culturally relevant supports. He or she has experienced stigma, been discriminated against or socially excluded because of this condition.
2. The member may not be a staff or in the leadership (Board of Directors, Advisory Committee) of an organization/program that is a member of CAMHPRO. Staff and persons in leadership roles (Board/Steering Committee/Advisory Committee) of an organizational member cannot be an individual member.
3. A member must sign and agree to follow the CAMHPRO code of conduct as established by the Board of Directors.

### SECTION 3 - DUES, FEES, AND ASSESSMENTS

Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. Dues will be set and approved by the Board annually.

### SECTION 4 - MEMBERSHIP RIGHTS

All members shall have the right to vote, as set forth in these Bylaws, on the election of Directors. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Member organizations shall vote for the organizational member seats on the Board. Individual members shall vote for the at large member seats on the Board.

Core Member Organizations shall represent at least 51 % of any vote in membership meetings. There shall be a weighted voting formula at membership meetings so that core member organizations represent 51 % of any vote.

## SECTION 5 - MEMBERS IN GOOD STANDING

Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

## SECTION 6 - TERMINATION OF MEMBERSHIP

A membership may be terminated on occurrence of any of the following events:

1. Resignation of the member
2. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board
3. The member's failure to pay dues, fees, or assessments as set by the Board within six (6) months after they are due and payable
4. Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications

## SECTION 7 - PROCEDURE FOR TERMINATION OF MEMBERSHIP

If grounds appear to exist for terminating a member under Article IV Section 6 of these Bylaws, the following procedure shall be followed:

1. The Board shall give the member at least fifteen (15) days' prior notice of the proposed termination and the reasons for the proposed termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered 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 termination. The hearing shall be held, or the written statement considered, by the Board or by a

committee or person authorized by the Board to determine whether the termination should occur.

3. The Board shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the Board shall be final.
4. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion, suspension, or termination.

## SECTION 8 - NO TRANSFER OF MEMBERSHIPS

No membership or right arising from membership shall be transferred. All membership rights cease on the member's dissolution.

## SECTION 9 - ANNUAL MEETING

An annual meeting of members shall be held in the month of April of each year unless the Board fixes another date or time and so notifies members as provided in Article IV Section 11 of these Bylaws. At the meeting, Directors shall be elected and other proper business may be transacted.

## SECTION 10 - QUORUM FOR MEMBERSHIP MEETINGS

Fifty one percent (51%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members.

## SECTION 11 - NOTICE OF MEETINGS

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Article IV, Sections 11 through 13 of these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which members may participate in the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. 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 12 – NOTICE OF CERTAIN AGENDA ITEMS

Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

1. Removing a Director without cause;
2. Filling vacancies on the Board;
3. Amending the Articles of Incorporation; or
4. Electing to wind up and dissolve the Corporation.

## SECTION 13 – MANNER OF GIVING NOTICE

Notice of any meeting of members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally, by electronic transmission by the Corporation, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or facsimile or other written communication to the Corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

Notice given by electronic transmission by the Corporation shall be valid only if:

1. delivered by (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation; (b) posting on an electronic message board or network that the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication;
2. to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and
3. That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing,

1. An electronic transmission by this Corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper in non-electronic form; (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Corporation; and (c) the procedures the recipient must use to withdraw consent.
2. Notice shall not be given by electronic transmission by the Corporation after either of the following: (a) the Corporation is unable to deliver two (2) consecutive notices to the member by that means; or (b) the inability so to deliver the notices to the member becomes known to the Secretary, any assistant Secretary, or any other person responsible for the giving of notice.

#### SECTION 14 - NOTICE CONTENTS

The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws.

#### SECTION 15 - PLACE OF MEETING

Meetings of the members shall be held at any place within or outside California designated by the Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the Corporation's principal office. The Board may authorize members who are not present in person to participate by phone or electronic video communication.

#### SECTION 16 - AUTHORITY TO CALL SPECIAL MEETINGS

The Board or the Chair of the Board, if any, or the President, or five percent (5%) or more of the members, may call a special meeting of the members for any lawful purpose at any time.

#### SECTION 17 - CALLING SPECIAL MEETINGS

A special meeting called by any person entitled to call a meeting of the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the Chair of the Board, if any, or the President or any Vice President or the Secretary of the Corporation. The Officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Article IV Section 11, stating that a meeting will be held at a specified time and date fixed by the Board. However, the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request.

If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

## SECTION 18 – PROPER BUSINESS OF SPECIAL MEETING

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

## SECTION 19 - ELIGIBILITY TO VOTE

Subject to the California Nonprofit Public Benefit Corporation Law, all members in good standing on the record date as determined under Article IV Section 22 of these Bylaws shall be entitled to vote at any meeting of members.

## SECTION 20 - MANNER OF VOTING

Voting may be by voice or by ballot, except that any election of Directors must be by ballot if demanded before the voting begins by any member at the meeting.

## SECTION 21 - NUMBER OF VOTES

The number of votes for which each member is entitled shall be determined as set forth in Article IV, Section 4 of these Bylaws.

## SECTION 22 - APPROVAL BY MAJORITY VOTE

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws.

## SECTION 23 – RECORD DATE FOR NOTICE, VOTING, WRITTEN BALLOTS, AND OTHER BOARD ACTIONS

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 may, in advance, fix a record date. The record date so fixed for:

1. sending notice of a meeting shall be no more than ninety (90) nor less than ten (10) days before the date of the meeting;
2. voting at a meeting shall be no more than sixty (60) days before the date of the meeting;
3. voting by written ballot shall be no more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and
4. taking any other action shall be no more than sixty (60) days before that action.

## SECTION 23 – RECORD DATE FOR ACTIONS NOT SET BY BOARD

If not otherwise fixed by the Board, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given.

If not otherwise fixed by the Board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the sixtieth (60th) day before the date of that action, whichever is later.

A person holding membership at the close of business on the record date shall be a member of record.

## SECTION 24 - MEMBERS' PROXY RIGHTS

Voting by proxy shall adhere to corporation law.

## SECTION 25 - ADJOURNMENT



Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

## **ARTICLE V - BOARD OF DIRECTORS**

### **SECTION 1 - GENERAL POWERS**

Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

### **SECTION 2 - SPECIFIC POWERS**

Without prejudice to the general powers set forth in Article V, Section 1 of these Bylaws, but subject to the same limitations, the Board shall have the power to do the following:

1. Perform any and all duties imposed on it collectively or individually by law, by the Articles of Incorporation, or by these Bylaws
2. Appoint and remove, employ and discharge, and, except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, prescribe the powers and duties and fix the compensation, if any, of all Officers, agents and employees of the Corporation
3. Supervise all Officers, agents and employees of the Corporation to assure that their duties are performed properly
4. Meet at such times and places as required by these Bylaws

### **SECTION 3 - NUMBER OF DIRECTORS**

The authorized number of Directors shall be not less than five (5) nor more than ten (10), unless changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board.

## SECTION 4 - QUALIFICATION OF DIRECTORS

1. No less than 51 % of the Board shall be representatives of member organizations (either Core Member Organizations or Associate Member Organizations).
2. At least one Director of the Board shall be a representative of an Associate Member Organization.
3. There shall be up to three (3) “at-large” Directors to the Board who are not representative of member organizations based on the needs of the Board.
4. All Board Members shall identify as consumers

## SECTION 5 - RESTRICTION ON INTERESTED PERSONS AS DIRECTORS

No more than forty-nine percent (49%) of the persons serving on the Board may be “interested persons.” An interested person is:

1. any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director; and
2. any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

## SECTION 6 - ELECTION AND TERMS OF DIRECTORS

Directors shall be elected April of every year at the Annual Meeting by the membership. The first Board will be appointed by the Incorporators. Thereafter, the terms of Directors shall be for a period of two (2) years beginning after their installment as Directors in the Annual Meeting. No Director may serve longer than three (3) consecutive full terms, but may be re-elected after one (1) year off the Board. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director’s earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law.

## SECTION 7 - VACANCIES

A vacancy or vacancies on the Board shall occur in the event of:

1. The death, removal, or resignation of any Director
2. The increase of the authorized number of Directors
3. The failure of the members, at any meeting of members at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting.

## SECTION 8 - REMOVALS

A Director may be removed from the Board for any of the following reasons:

1. The Director has been convicted of a felony or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law, Chapter 2, Article 3;
2. The Director fails to attend three successive Board meetings, unless he or she:
  - (a) seeks a leave of absence for a limited period of time and obtains approval of said leave by the Board at a regular or special meeting;
  - (b) suffers from an illness or disability which prevents him or her from attending meetings; or
  - (c) seeks and obtains reinstatement by resolution of the majority of the Board for having missed three consecutive meetings; or
3. The Members vote or, if the Corporation has less than fifty (50) members, the majority of all Members vote, to remove the Director.

## SECTION 9 - RESIGNATIONS

Except as provided in this Section, any Director may resign by giving written notice to the Chair if any, President, the Secretary, or the Board. Such a written resignation will be effective on the later of:

1. the date it is delivered; or

2. the time specified in the written notice that the resignation is to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General (the "Attorney General"). Upon resignation, the Director has forfeited the entirety of that term.

## SECTION 10 - VACANCIES FILLED BY BOARD

Except for a vacancy created by the removal of a Director by the members, vacancies on the Board may be filled by approval of the Board, or if the number of Directors then in office is less than a quorum, by one of the following:

1. The unanimous written consent of the Directors then in office;
2. The affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with California Corporations Code § 5211; or
3. A sole remaining Director.

## SECTION 11 - VACANCIES FILLED BY MEMBERS

The Members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors.

## SECTION 12 - REGULAR MEETINGS

Each year, the Board shall meet at least ten (10) times to conduct its regular business. No less than two (2) of those meetings shall be face-to-face. Regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.

One (1) of these meetings shall be at the Membership Meeting in April of each year. This meeting shall be designated as the annual meeting for the purposes of installment of new Directors, election of Officers, and approval of the corporate budget and transaction of other business.

## SECTION 13 - PLACE OF BOARD MEETINGS

Meetings of the Board shall be held at any place within or outside California designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the Principal Office of the Corporation. Directors who are not present in person may participate by phone or electronic video communication as allowed by Article V, Section 14.

#### SECTION 14 – MEETINGS BY TELEPHONE OR SIMILAR COMMUNICATION EQUIPMENT

Up to eight (8) regular meetings and other special meetings of the Board per year may be held by conference telephone, electronic video, or other communications equipment permitted by the California Nonprofit Corporation Law, as long as all Directors in the meeting can communicate with one another and all other requirements of the California Nonprofit Corporation Law are satisfied. All Directors communicating by such methods shall be deemed to be present in person at such meetings.

#### SECTION 15 - AUTHORITY TO CALL SPECIAL MEETINGS

Special meetings of the Board for any purpose may be called at any time by the Chair, if any, the President or any Vice President, the Secretary, or any two (2) Directors of the Board.

#### SECTION 16 - NOTICE OF BOARD MEETINGS

Except when the time and place of a regular meeting are set by the Board by resolution in advance, notice shall be given to each Director by any one of the following methods:

1. Personal delivery of oral or written notice;
2. First-class, registered, or certified mail, postage paid;
3. Other means of written communication, charges prepaid;
4. Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or
5. Facsimile, electronic mail (“e-mail”) or other means of electronic transmission if the recipient has consented to accept notices in this manner.

All such notices shall be given or sent to the Director’s official address, phone number, facsimile number or e-mail address as shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated directly to a person who

would reasonably be expected to represent the member organization. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time, and place of more than one (1) regular meeting.

## SECTION 17 - TIME REQUIREMENTS

Notices sent by first-class, registered, or certified mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, e-mail or other electronic transmission shall be delivered at least forty-eight (48) hours before the time set for the meeting.

## SECTION 18 - NOTICE CONTENTS

The notice shall state the time and place for the meeting. The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws.

## SECTION 19 - WAIVER OF NOTICE

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present and either before or after the meeting each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or any approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting.

All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the Principal Office of the Corporation as contained on the records of the Corporation as of the date of the protest, or by facsimile addressed to the facsimile number of the Corporation as contained on the records of the Corporation as of the date of the protest.

## SECTION 20 - QUORUM

A majority of the authorized number of Directors shall constitute a quorum for the transaction of any business except adjournment.

## SECTION 21 - MINIMUM VOTE REQUIREMENTS FOR VALID BOARD ACTION

Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Corporation Law, including, without limitation, those provisions relating to:

1. Approval of contracts or transactions in which a Director has a direct or indirect material financial interest; and
2. Approval of certain transactions between corporations having common directorships.

## SECTION 22 - WHEN A GREATER VOTE IS REQUIRED FOR VALID BOARD ACTION

The following actions shall require a vote by a majority of all Directors then in office in order to be effective:

1. Creation of, and appointment to, Committees (but not advisory committees) as described in Article VII, Sections 1 and 2;
2. Removal of a Director as described in Article V, Section 8;
3. Indemnification of a Director as described in Article IX, Section 1

## SECTION 23 - ADJOURNMENT

Any Board meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Directors represented at the meeting.

## SECTION 24 - NOTICE OF ADJOURNED MEETING

When a Board meeting is adjourned to another time or place, notice need not be given of the adjourned meeting unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) 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 time of the adjournment.

## SECTION 25 – CONDUCT OF MEETINGS

Meetings of the Board shall be presided over by the President, or if there is no President or the President is absent, by the Vice President, or, in the absence of each of these persons, by a Chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with any provisions of law applicable to the Corporation.

## SECTION 26 – ACTION WITHOUT MEETING

An action required or permitted to be taken by the Board may be taken without a meeting, if all Directors individually or collectively consent in writing to the action and if, subject to Corporations Code § 5224(a), the number of Directors then in office constitutes a quorum as defined in Section 20 of Article V of these Bylaws. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as an unanimous vote of the Directors. For purposes of Corporations Code § 5211(b) only, “all directors” does not include an “interested director” as defined in Corporations Code § 5233(a) or a “common director” as described in Corporations Code § 5234(b) who abstains in writing from providing consent, when:

1. the facts described in Corporations Code § 5233(d)(1) or (d)(2) are established or the provisions of Corporations Code § 5233(a) or (b) are satisfied, as appropriate, at or before the execution of the written consent or consents;
2. the establishment of those facts or satisfaction of those provisions is included in the written consent or consents executed by the non-interested or non-common Directors or in other records of the Corporation; and
3. the non-interested or non-common Directors approve the action by a vote that is sufficient without counting the votes of the interested Directors or common Directors.

## SECTION 27 - COMPENSATION AND REIMBURSEMENT OF DIRECTORS

The Corporation shall not pay any compensation to Directors while they serve in the capacity as Directors or Officers for services rendered to the Corporation, except that Directors may be reimbursed for expenses incurred during the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.



## SECTION 28 - DIRECTOR VOTING

Each Director shall have one (1) vote on each matter presented to the Board for action. No Director may vote by proxy.

## SECTION 29 - NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

# ARTICLE VI - OFFICERS

## SECTION 1 - OFFICERS

The officers of the Corporation (“Officers”) shall be a President, Vice President, Treasurer, Secretary, and, if so desired, a Chair of the Board. Additional Officers of the Corporation shall be determined by a majority approval of Directors. Officers must come from the Board.

Any number of offices may be held by the same person, except that the Secretary and the Treasurer may not serve concurrently as either the President or the Chair of the Board.

## SECTION 2 - ELECTION OF OFFICERS

The Officers shall be elected by the Board at the Board Meeting held at the Annual Membership Meeting for a term of two (2) years, and each Officer shall serve at the pleasure of the Board until the election of his or her successor or his or her earlier resignation or removal.

## SECTION 3 - REMOVAL OF OFFICERS

Any Officer may be removed, with or without cause, by either of the following methods:

1. By the Board, at any regular or special meeting of the Board, or at the Annual Meeting; or
2. By an Officer on whom such power of removal may be conferred by the Board.

## SECTION 4 - RESIGNATION OF OFFICERS

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

## SECTION 5 - VACANCIES IN OFFICES

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, provided that such vacancies shall be filled as they occur, and not on an annual basis. In the event of a vacancy in any office other than the President or additional officers appointed by the Board, such vacancy shall be filled temporarily by appointment by the President, and the appointee shall remain in office for thirty (30 days) or until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

## SECTION 6 - DUTIES OF CHAIRPERSON

If a Chair of the Board is elected, he or she shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

## SECTION 7 - DUTIES OF PRESIDENT

The President shall preside at all members' meetings and, in the absence of the Chair, or if none, at all Board meetings. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute or cause to execute through delegated authority to the Executive Director, if any, such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board. If no other person is designated as the Executive Director, the President shall, in addition, be the Executive Director and shall have the powers and duties prescribed in Section 10 of Article VI of these Bylaws. The President shall have such other powers and duties as the Board or these Bylaws may require.

## SECTION 8 - DUTIES OF THE VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by law, the Articles of Incorporation, or these Bylaws, or as may be prescribed by the Board.

## SECTION 9 - DUTIES OF THE SECRETARY

The Secretary shall:

Certify and keep at the Principal Office of the Corporation the originals, or copies, of the Articles of Incorporation and these Bylaws, as amended or otherwise altered to date.

Keep or cause to keep at the Principal Office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings, proceedings, and actions of the Board, members, and, if applicable, Board committees, recording therein the time and place of holding, whether annual, regular, or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Take minutes or cause to take minutes of the discussion and actions of Board meetings for inclusion in the book of minutes referenced above.

See or cause to see that all notices for all meetings of members, the Board, and Board committees, if any, are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the Corporation, if any, and affix the seal, as authorized by law or the provisions of these Bylaws, to duly execute documents of the Corporation.

Keep or cause to keep at the Principal Office of the Corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, the Secretary shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit or cause to exhibit at all reasonable times to any Director, or to his or her agent or attorney, on request therefore, the Articles of Incorporation, the Bylaws, the membership book, and the book of minutes.

In general, have such other powers and perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation, or these Bylaws, or which may be assigned to him or her from time to time by the Board.

## SECTION 10 – DUTIES OF THE TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, or cause to have charge and custody of and be responsible for, all funds and securities of the Corporation, and deposit all such funds and other valuables in the name and to the credit of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board.

Receive, and give receipt for, or cause to receive and give receipt for, monies due and payable to the Corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements.

Keep and maintain, or cause to keep and maintain, adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit, or cause to exhibit, at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefore.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Send or cause to be given to the members and Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board.

In general, have such other powers and perform all duties incident to the office of Treasurer and such other duties as may be required by law, the Articles of Incorporation of the Corporation, or these Bylaws, or which may be assigned to him or her from time to time by the Board.

## SECTION 11 - DUTIES OF THE CHIEF EXECUTIVE (EXECUTIVE DIRECTOR)

Subject to such supervisory powers as may be given by the Board to the Chair or the President, the Board may hire a chief executive who shall be the general manager of the Corporation, and subject to the control of the Board, shall supervise, direct and control the Corporation's day-to-day activities, business and affairs. The Chief Executive (who may be referred to as the “Chief Executive Officer” or “Executive Director”) shall be empowered to hire, supervise and fire all of the employees of the Corporation, under such terms and having such job responsibilities as the Chief Executive shall determine in his or her sole discretion, subject to the rights, if any, of the employee under any contract of employment. The Chief Executive may delegate his or her responsibilities and powers subject to the control of the Board. He or she shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

## **ARTICLE VII — BOARD COMMITTEES**

### **SECTION 1 - EXECUTIVE COMMITTEE**

The Board shall by a majority of its Directors, designate an Executive Committee and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board, to the extent permitted in these Bylaws and unless limited by a resolution of the Board. All actions of the Executive Committee shall be reported to and ratified by the full Board at the next duly scheduled Board meeting.

By a majority vote of its Directors, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the Directors of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

### **SECTION 2 - OTHER COMMITTEES OF DIRECTORS**

The Board may, by resolution adopted by a majority of the Directors then in office, create other Board Committees (“Committees”). Each Committee must consist of two (2) or more Directors to serve at the discretion of the Board. Appointments to Committees shall be by majority vote of the Directors then in office. The Board may appoint one (1) or more Directors as alternate members of any such Committee, who may replace any absent member at any meeting. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee, including the Executive 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 or in any Committee which has the authority of the Board;
3. fix compensation of the Directors for serving on the Board or any other Committee;
4. amend or repeal the Bylaws or adopt new bylaws;
5. amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
6. appoint any other Committees or the members of these Committees;
7. expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;
8. approve any self-dealing transaction except as provided in Corporations Code § 5233(d)(3).

### SECTION 3 - MEETINGS AND ACTION OF BOARD COMMITTEES

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article V concerning meetings of Directors, with such changes in the context of Article V as are necessary to substitute the Committee and its members for the Board and its Directors, except that the time for regular meetings of Committees may be determined by resolution of the Board, and special meetings of Committees may also be called by resolution of the Board, or if none, by resolution of the Committee. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions of these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

### SECTION 4 - QUORUM RULES FOR BOARD COMMITTEES

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present,

whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

## SECTION 5 - REVOCATION OF DELEGATED AUTHORITY

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

## SECTION 6 - NONPROFIT INTEGRITY ACT/AUDIT COMMITTEE

In any fiscal year in which the Corporation receives or accrues gross revenues of two million (\$2,000,000) dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall:

1. prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant (“CPA”) in conformity with generally-accepted auditing standards;
2. make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and

## SECTION 7 - ADVISORY COMMITTEES

The Board may create one (1) or more Advisory Committees to serve at the pleasure of the Board. Appointments to such Advisory Committees need not, but may, be Directors. The Board shall appoint and discharge Advisory Committee members. All actions and recommendations of an Advisory Committee shall require ratification by the Board before being given effect.

## **ARTICLE VIII. TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS**

### **SECTION 1 - CONTRACTS WITH DIRECTORS**

No Director of this Corporation nor any other corporation, firm, associate, or other entity in which one or more of this Corporation's Directors are directors or have a material financial interest, shall be interested, directly or indirectly in any contract or transaction with this Corporation unless:

1. the material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction;
2. prior to authorizing or approving the contract or transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances;
3. the Corporation enters into the contract or transaction for its own benefit, which is fair and reasonable to the Corporation at the time the transaction is entered into; and
4. such contract or transaction is authorized in good faith by a majority of disinterested Directors at the meeting with any interested Directors abstaining from voting.

This Section does not apply to a transaction that is part of an educational or charitable program of this Corporation if it:

1. is approved or authorized by the Corporation in good faith and without unjustified favoritism; and
2. results in a benefit to one or more Director or their families because they are in the class of persons intended to be benefited by the charitable program of this Corporation.

### **SECTION 2 - LOANS TO DIRECTORS AND OFFICERS.**



The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer of the Corporation, unless approved by the Attorney General of the State of California; provided, however, the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of duties of such Director or Officer provided that, in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

### **SECTION 3 - DUTY OF LOYALTY; CONSTRUCTION WITH ARTICLE IX.**

Nothing in this Article shall be construed to derogate in any way from the absolute duty of loyalty that every Director and Officer owes to the Corporation. Furthermore, nothing in this Article shall be construed to override or amend the provisions of Article IX. All conflicts between the two articles shall be resolved in favor of Article IX.

## **ARTICLE IX - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

### **SECTION 1 - INDEMNIFICATION**

The Corporation is empowered to the maximum extent permitted by law, to indemnify each of 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, settlements 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, arising by reason of the fact that the person is or was a person described in that section. "Expense" as used in this bylaw shall have the same meaning as in Section 5238(a) of the California Corporations Code.

### **SECTION 2 - APPROVAL OF INDEMNITY**

On written request to the Board by any person seeking indemnification under Section 5238(b) or 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 5238(b) or 5238(c) of the California Corporations Code has been met and, if so, the Board shall authorize indemnification. In the event a Director is a party to the proceeding in which indemnification is sought, such Director shall not be entitled to vote to authorize indemnification. If the Board cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a

quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code Section 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

### **SECTION 3 - ADVANCEMENT IN EXPENSES**

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 2 of this Article in defending any proceeding covered by Sections 5238(b) or 5238(c) of the California Corporations Code 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.

### **SECTION 4 - INSURANCE**

The Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees and other agents, against any liability asserted against or incurred by any Officer, Director, employee, or agent in such capacity or arising out of the Officer's, Director's, employee's or agent's status as such.

## **ARTICLE X - CORPORATE RECORDS, REPORTS AND SEAL**

### **SECTION 1 - MINUTE BOOK**

The Corporation shall keep a minute book in written form which shall contain a record of all actions by the members, the Board, or any committee including:

1. the time, date and place of each meeting;
2. whether a meeting is regular or special and, if special, how called;
3. the manner of giving notice of each meeting and a copy thereof;
4. the names of those present at each meeting of the members, the Board, or any Committee thereof;
5. the minutes of all meetings;

6. any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof;
7. all written consents for action without a meeting;
8. all protests concerning lack of notice; and
9. formal dissents from member or Board actions.

## SECTION 2 - BOOKS AND RECORDS OF ACCOUNT

The Corporation shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

## SECTION 3 - ARTICLES OF INCORPORATION AND BYLAWS

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 4 - MAINTENANCE AND INSPECTION OF FEDERAL TAX EXEMPTION APPLICATION AND ANNUAL INFORMATION RETURNS

The Corporation shall at all times keep at its Principal Office a copy of its federal tax exemption application and, for three (3) years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Internal Revenue Code.

## SECTION 5 - ANNUAL REPORT

The Board shall cause an Annual Report to be sent to each Director and to the membership within one hundred-twenty (120) days after the close of the Corporation's fiscal year containing the following information, in appropriate detail:

- (1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

- (3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (4) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year;
- (5) An independent accountant's report or, if none, the certificate of an authorized Officer of the Corporation that such statements were 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 and to any member who requests it in writing. If the Board approves, the Corporation may send the Annual Report and any accompanying material sent pursuant to this section by electronic transmission, subject to the member and/or Director recipient consenting to electronic receipt. If a report sent to the Attorney General in compliance with the requirements of Cal. Government Code §§ 12580-12599.7 includes the information required in the Annual Report, then the Corporation may furnish a copy of its report to the Attorney General in lieu of the Annual Report whenever it is required to furnish an Annual Report.

## SECTION 6 - ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

As part of the Annual Report to all members, or as a separate document if no Annual Report is issued, the Corporation shall, within one hundred-twenty (120) days after the end of the Corporation's fiscal year, annually prepare and mail, deliver, or send by electronic transmission to each member and furnish to each Director a statement of any transaction or indemnification of the following kind:

1. A statement of any transaction to which the Corporation, its parent, or its subsidiary was a party, which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and in which either of the following "interested persons" had a direct or indirect material financial interest (a mere common directorship is not a financial interest):
  - a) Any Director or Officer of the Corporation, its parent, or its subsidiary;
  - b) Any holder of more than 10% of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include:

- (a) a brief description of the transaction;
  - (b) the names of interested persons involved;
  - (c) their relationship to the Corporation;
  - (d) the nature of their interest in the transaction, and;
  - (e) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.
2. A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Director or Officer of the Corporation under Articles VIII and IX.

## SECTION 7 - DIRECTORS' RIGHTS OF INSPECTION

Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries. 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.

## SECTION 8 - MEMBERS' RIGHTS OF INSPECTION – MEMBERSHIP RECORDS

Unless the Corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member.

- (1) Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or
- (2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten (10) days after the demand is

received or the date specified in the demand as the date as of which the list is to be compiled.

The Corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list. Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the Corporation.

#### **SECTION 9 - MEMBER'S RIGHT OF INSPECTION – ACCOUNTING RECORDS AND MINUTES**

On written demand on the Corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the Corporation.

#### **SECTION 10 - MEMBER'S RIGHT OF INSPECTION – ARTICLES AND BYLAWS**

The Articles of Incorporation and Bylaws, as amended to the current date, shall be open to inspection by the members at all reasonable times during office hours.

#### **SECTION 11 CORPORATE SEAL**

The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **ARTICLE XI - GENERAL CORPORATE MATTERS**

### **SECTION 1 - EXECUTION OF INSTRUMENTS**

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 2 - CHECKS, DRAFTS, EVIDENCE OF INDEBTEDNESS**

All checks, drafts, or other orders for payment of money, notes, or other evidence in indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board.

### **SECTION 3 - DEPOSITS**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

### **SECTION 4 - GIFTS**

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

## **ARTICLE XII – CONSTRUCTION AND DEFINITIONS**

### **SECTION 1 - CONSTRUCTION AND DEFINITIONS**

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

and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

## **ARTICLE XIII – AMENDMENTS TO THE BYLAWS**

### **SECTION 1 - AMENDMENT BY BOARD**

Subject to the limitations set forth in Sections 2 through 4 of this Article and further subject to the members’ rights under Section 5 of this Article, the Board may adopt, amend, or repeal bylaws unless doing so would materially and adversely affect the members’ rights as to voting or transfer. The Board’s ability to adopt, amend, or repeal bylaws is further subject to the following conditions:

1. The Board may not extend a Director’s term beyond that for which the Director was elected;
2. No less than a majority of the entire Board are necessary to adopt, amend, and repeal bylaws;
3. If bylaws are adopted, amended or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

### **SECTION 2 – AMENDMENT BY BOARD – CHANGE TO NUMBER OF DIRECTORS**

Once members have been admitted to the Corporation, the Board may not, without the members’ approval, specify or change any bylaw that would:

1. fix or change the authorized number of Directors;
2. fix or change the minimum or maximum number of Directors; or
3. change from a fixed number of Directors to a variable number of Directors or vice-versa.

### **SECTION 3 – AMENDMENT BY BOARD – GREATER VOTE REQUIREMENT**



Where any provision of these Bylaws requires the vote of a larger proportion of the Board than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.

#### **SECTION 4 – AMENDMENT BY BOARD – MEMBERS’ APPROVAL REQUIRED**

Without the approval of the members, the Board may not adopt, amend, or repeal any bylaw that would:

1. increase or extend the terms of Directors;
2. allow any Director to hold office by designation or selection rather than by election by the members;
3. increase the quorum for members’ meetings;
4. repeal, restrict, create, expand, or otherwise change proxy rights; or
5. authorize cumulative voting.

#### **SECTION 5 – AMENDMENT BY MEMBERS**

New bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the members, provided, however, that if the Corporation has more than one class of voting members, any amendment that would materially and adversely affect the rights of a class as to voting or transfer, in a manner different from how the action affects another class, must be approved by the members of that adversely affected class. Any provision of these Bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a Director beyond that for which the Director was elected.

**(See next pages for Certification of Secretary and Member Code of Conduct)**

## **Appendix I. California Association of Mental Health Peer Run Organizations**

### **Certificate of Secretary**

I certify that I am the duly elected and acting Secretary of California Association of Mental Health Peer Run Organizations, a California nonprofit public benefit corporation; that these Bylaws, consisting of \_\_\_ pages, are the Bylaws of this Corporation as amended and adopted by the Board of Directors on \_\_\_\_\_; and that these Bylaws have not been amended or modified since that date.

Executed on \_\_\_\_\_, at, \_\_\_\_\_ California.

\_\_\_\_\_

[typed name]

**Secretary**

## **Appendix II. Member Code of Conduct/Ethics**