



Montgomery County PA

Board of Directors

BYLAWS

February 2020

For detailed information on membership criteria, rules, etc. please see the most current "Membership Document."

**INDEX
OF
AMENDED AND RESTATED BYLAWS OF NAMI OF PENNSYLVANIA, MONTGOMERY
COUNTY
NOW,**

NAMI MONTGOMERY COUNTY PA

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AMENDED AND RESTATED BYLAWS
OF
NAMI OF PENNSYLVANIA, MONTGOMERY COUNTY
NOW,
NAMI MONTGOMERY COUNTY PA
(the "Corporation")

ARTICLE I
General

Section 1. Name and Corporate Status.

The name of the Corporation shall be as set forth in the Articles of Incorporation, as from time to time amended. The word "NAMI" shall be included in the name of the Corporation. The Corporation acknowledges that the National Alliance on Mental Illness ("NAMI") controls the use of the names, acronyms and logos of NAMI and AMI and that the Corporation's use of said names, acronyms and logos shall be in accordance with NAMI policy. Upon termination of, affiliation with, or charter by NAMI, the uses of these names, acronyms and logos by the Corporation as a Pennsylvania affiliate shall cease. Within thirty (30) days of termination, the Corporation will change its name to reflect that it is no longer connected to NAMI.

The Corporation is organized as a nonprofit corporation under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "NPCL").

The Corporation is a Pennsylvania NAMI affiliate and as such, has relationships to NAMI and to the Pennsylvania Statewide NAMI Organization.

Section 2. Relationship to Other Organizations.

(a) Relationship to NAMI.

The Corporation, as a Pennsylvania NAMI affiliate in good standing, is represented by the Statewide Organization to NAMI.

A Pennsylvania NAMI affiliate in good standing is one in which the dues of at least five of the affiliate's Members have been paid to the Organization and to NAMI during the twelve (12) months preceding the credentialing date seventy (70) days prior to the Annual Meeting of NAMI. The Corporation will cooperate with the Statewide Organization in this yearly credentialing process.

The Corporation shall maintain its status as a Pennsylvania NAMI affiliate in good standing.

(b) Relationship to State Organization.

NAMI has chartered one Pennsylvania Statewide NAMI Organization (the "Statewide Organization") to act as a statewide entity representing NAMI Affiliates. The current name of

the Statewide Organization is NAMI Keystone Pennsylvania. Said name may be amended from time to time by the Statewide Organization.

Each Member of the Corporation in good standing with the Corporation shall, by NAMI definition, be Members of the Statewide Organization. The Statewide Organization supports and represents Pennsylvania NAMI affiliates, including the Corporation, in a variety of ways. Each NAMI Pennsylvania affiliate in good standing shall be entitled to have representational, weighted units of voting power at the Statewide Organizational level, through a strategy determined and from time to time amended by the Organization. A Pennsylvania NAMI affiliate in good standing shall vote to elect persons or to fill vacancies of expired terms on the Board of Directors of the Organization, and shall transact such other business as shall be properly presented at a meeting of the Organization.

The Corporation will affirm its voting Member status as a Pennsylvania NAMI affiliate at the Statewide Organizational level yearly, according to the strategy put forth, and from time to time amended, by the Statewide Organization.

Section 3. Independence.

The Corporation may not be acquired by or merged into any organization that is not chartered by or that is not a member of NAMI.

Section 4. Non-Discrimination.

The Corporation 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 5. Office.

The principal office of the Corporation shall be at such place or places as the Board of Directors may determine from time to time. The address of the current principal office of the Corporation shall be 100 W Main St, STE 204, Lansdale, PA 19146, Montgomery County.

Section 6. Seal.

The Corporation shall have a seal which shall be circular in form and which shall contain an outer circle in the upper part of which shall appear the words "NAMI Montgomery County PA", and in the lower part of which shall appear the word "Pennsylvania," within which outer circle there shall be an inner circle in which there shall appear the words "Nonprofit Corporation" and below those words the date "2001."

Section 7. Fiscal Year.

The fiscal year of the Corporation shall, unless otherwise determined by resolution of the Board of Directors, end on June 30 of each year. The Board of Directors may by resolution from time to time change the fiscal year of the Corporation.

Section 8. Dues and Assessments.

a.) Dues and Assessments payable to Corporation.

The Corporation may levy dues or assessments, or both, on the voting Members in such amounts and at such times as NAMI may from time to time determine. The Board of Directors shall subscribe to the separate dues or assessment schedules for different types of Members established by NAMI.

b.) Dues Payable to NAMI Statewide Pennsylvania Organization and to NAMI.

The Corporation shall pay such dues and assessments to the NAMI Keystone Pennsylvania as determined from time to time by the Board of Directors of NAMI Keystone Pennsylvania in conjunction with NAMI. The methodologies for establishing, collecting and sharing such dues and assessments are detailed in the policies of NAMI Keystone Pennsylvania. NAMI Keystone Pennsylvania has authorized NAMI to levy reasonable dues and assessments upon Pennsylvania NAMI Affiliates, such as the Corporation.

Section 9. Dissolution.

Upon dissolution, the Corporation will adhere to the dissolution clause as stated in its then current Articles of Incorporation.

ARTICLE II
Members

Section 1. Members.

The Corporation shall be a Membership organization.

Section 2. Voting Members of the Corporation.

There shall be one class of voting Membership for the Corporation. The voting and other rights and interests of each voting Member shall be equal.

NAMI shall identify the categories of voting Membership and they may change such categories from time to time.

Voting Membership shall be open to all persons interested in and in agreement with the purposes and programs of the Corporation. A Member may be:

- (a) (1) a person with a mental illness, or (2) a relative of a person with a mental illness, or (3) a friend of a person with a mental illness;
- (b) one individual or a family of individuals living in one household ("Household Membership") that is counted as one for the purposes of paying dues and voting;

(c) A Member accepts the mission of NAMI, of NAMI Keystone Pennsylvania (the State Organization) and of NAMI Montgomery County PA.

(d) Members may join through an "Open Door" policy that allows for a reduced dues payment. "Open Door" Members may join at the discretion of the Board of Directors of NAMI Montgomery PA. "Open Door" Members shall have all the rights and privileges of Members who pay full dues.

Persons may become voting Members of the Corporation upon completing a Membership form and demonstrating that he/she is willing to follow the precepts and mission of the Corporation as it appears in the Articles of Incorporation and any amendments thereto, to follow the qualifications and requirements of the Corporation, as from time to time amended, as well as to pay annual dues and/or assessments, if any.

A voting Member:

- (a) shall vote on acceptance of the slate of nominations presented by the Nominating Committee of the Board and then vote to elect the Board of Directors of the Corporation;
- (b) adopt and approve the Bylaws of the Corporation as presented and amended by the Board of Directors of the Corporation; and
- (c) vote only on other matters, reserved to the Members of the Corporation as prescribed in these Bylaws or by the NPCL.

All prospective Members and Members are required to pay annual dues and/or assessments, which are determined by NAMI. Individual Members of the Corporation who pay such dues and assessments in a timely manner, and who meet any other criteria as established by the Corporation as from time to time amended, are considered to be Members in good standing within the Corporation. Members who are in default of dues and/or assessments shall be given reasonable notice of the delinquency and, at the discretion of the Membership, may be expelled by an affirmative vote to do so by a two-thirds (2/3) vote of the remaining Membership. However, no prospective or existing Member will be denied Membership or continued Membership because of financial hardship. The criteria for determining financial hardship, to be applied by the Membership, will be outlined by the Members and from time to time amended.

Members who violate the precepts of the NAMI Montgomery County PA Membership, Corporation's Articles of Incorporation or these Bylaws shall be subject to censure, suspension or expulsion from Membership. A Member shall not be expelled for any reason other than failure to pay dues or assessments unless receiving notice of a meeting on the expulsion per the provisions of Article II, Section 7 of these Bylaws, having an opportunity for a hearing and there being a vote on expulsion after said hearing. A Member may not transfer his or her Membership or other rights arising from membership. The adoption of an amendment to the articles or bylaws of the Corporation that changes the identity of some or all of the Members or the criteria for membership does not constitute a transfer for the purposes of these Bylaws.

Section 3. Other Classes of Non-Voting Membership.

The Corporation may, from time to time, establish other, non-voting classes of members who shall serve in an advisory capacity. Anyone serving in such a class of non-voting membership shall have no voting privileges whatsoever.

Section 4. Annual Meeting.

A regular meeting called the Annual Meeting of the Members of the Corporation shall be held in or around May of each year. The Annual Meeting of the Members may include a speaker, an affiliate update, an announcement of new Directors and a profit/loss update. If the date of this meeting is changed by the Board of Directors, the Annual Meeting notice and agenda shall be published and made available to Members five days before the Annual meeting is to take place.

Section 5. Place of Meetings.

Regular meetings of the Members shall be held monthly, or at a frequency to be determined from time to time by the Board of Directors at a place or places, within or without the Commonwealth of Pennsylvania, as shall be designated by resolution of the Board of Directors and communicated via record notice to the Members.

A meeting of the Members may be held by means of the Internet or other electronic communications technology as long as Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote, pose questions, make appropriate motions and comment on the business of the meeting. A meeting held in this manner need not be designated as being held in any particular geographic location.

The presence or participation, including voting and taking other action, at a meeting of the Members, or the expression of consent or dissent to corporate action by a Member by conference telephone or other electronic means, including, without limitation, the Internet, shall constitute the presence of, or vote or action by, or consent or dissent of the Member.

Section 6. Special Meetings.

Special meetings of the Members may be called at any time by the Board of Directors, any Officer of the Corporation or Members entitled to cast at least 10% of the votes that all Members are entitled to cast at the particular meeting. At any time upon the written request of any person who has called a special meeting in accordance with the foregoing, it shall be the duty of the Secretary of the Board of Directors of the Corporation to fix the time of the meeting which shall be held not more than sixty (60) days after the receipt of such request. If the Secretary neglects to fix the time of the meeting, the person or persons calling the meeting may do so. An agenda will be set by the person calling the meeting.

Section 7. Notice of Meetings.

Notice in record form of every meeting of the Members shall be given by, or at the direction of, the Secretary or other person as may be designated from time to time by the

Board of Directors, to each Member of record entitled to vote at the meeting at least five (5) days prior to the day named for a regular or special meeting and not less than fourteen (14) days in advance of a regular or special meeting to consider a fundamental change or expulsion of a Member for reasons other than failure to pay dues or assessments or other matters requiring the vote of the Members under the NPCL or these Bylaws. As an exception to the above notice provisions in this Section 7, Members shall be given thirty (30) days' notice to consider amendments to the Bylaws of the Corporation. Such notice requirements shall be followed unless some other prior notice is required to be given under the NPCL or as provided in any successor statute or otherwise as provided in these Bylaws. Such notice shall be given either personally or by sending a copy thereof by first class or express mail, postage prepaid or by courier service, charges prepaid or by facsimile, e-mail or other electronic transmission to the Member's address, e-mail, facsimile or other electronic transmission address or number supplied to the Corporation for notice purposes.

If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with the courier service, or, in the case of a facsimile, e-mail or other electronic transmission, when dispatched. Such notice must specify the day, hour and geographic location, if any, of the meeting and any other information required by the NPCL or by these Bylaws.

Notice of a meeting to consider a fundamental transaction shall include a copy of the proposed amendment or a summary of the changes to be affected thereby.

In the case of a special meeting of the Members, the notice shall specify the general nature of the business to be transacted.

If the Secretary of the Board of Directors of the Corporation or other person as may be designated from time to time by Board of Directors refuses to give notice of a meeting, the person or persons calling the meeting may do so.

Section 8. Waiver of Notice.

Whenever any notice is required to be given to Members, a waiver of notice, signed by the person entitled to such notice, whether before or after the time stated therein, that is filed with the secretary of the Corporation in record form, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

Attendance of a person entitled to such notice at any meeting shall constitute waiver of notice of the meeting except where a person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 9. Adjournment.

If at any meeting of the Members a quorum is not present, Members entitled to cast a majority of the votes represented at such meeting may adjourn the meeting to another time, per provisions of the NPCL.

Section 10. Quorum.

A meeting of Members duly called shall not be organized for the transaction of business unless a quorum is present. The presence of Members either in person entitled to cast at least one third or 33.3% of the votes that all Members are entitled to cast on a particular matter to be acted upon at the meeting shall constitute a quorum for the purposes of consideration and action on the matter, unless a different quorum is prescribed under these Bylaws or under the NPCL. The Members present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 11. Voting Power.

Every Member of record shall be entitled to one vote. A majority, (one third or 33.3%) of the votes cast at a duly organized meeting of Members, unless a different level voting is prescribed under these Bylaws or under the NPCL shall be required for the taking of any Member action put to a vote of the Members.

All paid voting Memberships, whether they represent individuals or household Memberships, shall have one vote.

Section 12. Manner of Voting for Board Directors

The Members shall elect the Board of Directors of the Corporation. When electing Directors to the Board, the vote may be taken in any fair and reasonable manner stipulated by the President of the Board of Directors and adopted by the Members, that is not in conflict with these Bylaws or the NPCL.

Therefore, the procedure for voting for Board Directors is as follows:

- a.) In or around January of each year, the Nominating Committee of the Board of Directors shall, in writing, (where a writing may include an e-mail), request that the Members of the Corporation submit names of candidates for open Board Director positions.
- b.) The Executive Director of the Corporation, the Chair of the Nominating Committee of the Board of Directors and one other Director shall act as judges of election and mail or e-mail a slate of candidates for open Director positions to the Members, after having ascertained the Members of record. Members will be asked to submit their votes by ballot, in writing, (where a writing may include an e-mail), to the judges of election in April of each year. Each Member shall have one vote to cast on any and each open Board Director position.
- c.) In order for an election of Board Directors to be valid, one third or 33% of those members entitled to vote, must cast a vote in the election. The candidate with the highest number of votes in each open category, in a valid election, shall be named to the open position.
- d.) The judges of election shall tally the votes and announce the newly elected Board Directors at the Annual Meeting of the Members to be held in or around May of each year.
- e.) Newly elected Board Directors shall be seated on the Board of Directors in

June of each year.

Section 13. Proxies.

Proxy voting for Members is not permitted and the Corporation shall not pay expenses related to proxy voting.

Section 14. Conduct of Meetings.

All meetings of the Members shall be called to order and presided over by the President of the Board of Directors (if any), or in the President's absence by the Vice President, or in the President and the Vice President by a Chairperson elected by the Members. The President or other person presiding over a meeting of Members may appoint a person to serve as parliamentarian at any meeting of the Members. The then current edition of Robert's Rules or another Modern Meeting Rules of a recognized authority on parliamentary procedure, shall govern the conduct of all meetings of the Members when not in conflict with these Bylaws, the Articles or the NPCL.

Section 15. Action without Meeting. (Action by Consent)

Any action required or permitted to be taken at a meeting of the Members of a nonprofit corporation may be taken without a meeting, (by consent), if consents to the action in record form are signed, before, on or after the effective date of the action, by all of the Members who would be entitled to vote at a meeting for that purpose. The consent or consents must be filed with the minutes of the proceedings of the Members. In other words, because meetings promote the exchange of ideas on matters put to a vote and this advantage is missing from a vote taken without a meeting, all Members must vote and must vote in the same way for an action to be approved when the vote is not taken at meeting of the Members.

An exception to this methodology is the manner of voting for Board Directors and Officers as described in Section 12 of this Article II.

Section 16. Meetings by Electronic Technology.

One or more Members may participate in a meeting of the Members by means of the Internet, conference telephone or other electronic communications technology by which Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Members, pose questions to the Directors and members of any other body and make appropriate motions and comment on the business of the meeting. For a meeting so held via such electronic means, notice of the meeting need not mention any geographic location. Participation in a meeting pursuant to this Section 16 shall constitute presence in person at the meeting.

Section 17. Financial Liabilities of Members.

A Member of the Corporation shall not be liable, solely by reason of being a Member, for any debt, obligation or liability of the Corporation of any kind or for the acts of any Member or representative of the Corporation.

A Member of the Corporation will only be liable to the Corporation for unpaid dues, assessments, capital contributions, unpaid debts and the like which the Corporation may have lawfully imposed upon him or her. Any action brought by a creditor to reach and apply liability to any such debt of the Corporation can only proceed according to Pennsylvania statutes.

ARTICLE III **Directors**

Section 1. Qualifications.

All powers vested in the Corporation by the NPCL shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be managed by, or under the direction of, a Board of Directors. The Board of Directors is responsible for overall policy and direction of the Corporation and may decide all matters not reserved to the Members of the Corporation by the NPCL or by these Bylaws. All Board Directors must be Members of the Corporation in good standing, and natural persons 18 (eighteen) years of age or older. No person shall be denied the opportunity to serve as a Board Director of the Corporation 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.

At least half (50%) of the Board shall consist of persons who have the lived experience of mental illness or has been affected by mental illness, (for example, having peers or family members with mental illness).

Section 2. Number, Election and Term of Office.

Directors shall be elected by the Members. The Board of Directors shall have not fewer than nine (9) voting Directors nor more than seventeen (17). Directors shall hold office until the expiration of the term for which the Director was selected and shall serve until their successors shall have been duly elected and qualified, or until their earlier death, resignation or removal from office.

Directors shall serve a three (3) year term, beginning on the first meeting of the Board of Directors following their election to office by the Members.

Directors will be classified into staggered groups so that there is carryover in Board tenure. Approximately, one third of Directors will be elected to serve a three (3) year term each year.

At the end of the term of any Director, through the nominating process, that Director may choose to seek re-election or to retire.

Section 3. Vacating Director Offices and Removal of Directors.

The entire Board of Directors or any individual Director may be removed from office by a majority vote of the Members of the Corporation with or without cause.

At a meeting where all Directors are removed, new Directors may be elected at that same meeting.

The Board of Directors of the Corporation shall have the power, as Directors of the Corporation, to declare vacant the office of any Director who has been convicted of an offense punishable by imprisonment for a term of more than one year, or for any other proper cause or if, within sixty (60) days after notice of selection a Director does not accept the office either in writing or by attending a meeting of the Board of Directors and fulfill any other qualifications of a Board Director per these Bylaws.

Upon application by any Member or Director, a court may remove any Director in the case of fraudulent or dishonest acts, for gross abuse of authority or discretion with reference to the Corporation or for any other proper cause.

Section 4. Resignations and Other Vacancies.

Any Director may resign at any time upon giving notice in record form to the Corporation. The resignation will be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation.

When a vacancy occurs during the term of any Director of the Corporation, for any reason, the President of the Board of Directors of the Corporation may fill that vacancy by selecting a Director to serve for the balance of the unexpired term.

When a vacancy becomes effective at a future date, the President may act to fill the vacancy to take effect when the vacancy become effective.

Section 5. Compensation of Directors.

Directors, as such, shall not receive any salary for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at meetings conducted in furtherance of the charitable purpose of the Corporation. Except for the above, and for expenses of the Corporation approved by the Board of Directors, no Director shall receive compensation from the Corporation.

A Director may not serve as a Director of the Corporation while at the same time serving as a salaried staff member of the Corporation.

Section 6. Quorum of and Action by Directors.

A majority of the membership, (fifty percent (50%) plus one (1)) of the Board of Directors of the Corporation shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present and voting at a meeting at which quorum is present shall be the acts of the Board of Directors, except where mandated differently by these Bylaws or under the NPCL.

As an exception, any Board decisions related to real estate matters shall require a two-thirds (2/3) vote of the entire Board of Directors then in office.

Section 7. Failure to Object.

A Director of the Corporation who is present at a meeting of the Board of Directors or at a committee of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before or immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who has voted in favor of such action.

Section 8. Informal Action by the Directors (Action by Consent).

Any action which may be approved at a meeting of the Directors may be approved without a meeting if a consent or consents to the action in record form are signed before, on or after the effective date the last consent is signed. The consent or consents must be filed with the Secretary of the Corporation. In other words, because meetings promote the exchange of ideas on matters put to a vote and this advantage is missing from a vote taken without a meeting, all Directors must vote and must vote in the same way for an action to be approved when the vote is not taken at a meeting of the Board of Directors.

Section 9. Number, Place and Time of Regular Meetings.

The Board of Directors may hold its regular meetings at such places, and at such times, as the Board of Directors or the President of the Board of Directors shall from time to time determine. Such meeting locations will be included in the notice of each meeting.

Currently, the Board of Directors plans to hold no fewer than eight regular meetings within each calendar year. Such meetings shall be held on the third (3rd) Thursday of the month for any particular meeting. The meeting may be changed at the discretion of the Board Directors, if needed.

Section 10. Special Meetings.

The Board of Directors shall hold such special meetings as shall be called by the President. Each such meeting shall be held at such time and place as shall be designated in the notice of the meeting. The purpose(s) of the meeting shall be recorded in the notice of the special meeting. Other business may also be conducted at the meeting.

Section 11. Open Board Meetings.

All Board meetings, both regular and special, shall be open to Members of the Corporation who are in good standing with the Corporation, unless the meeting or part of the meeting is named as an executive session by the Board Directors.

Section 12. Closed Board Meetings.

When the Board of Directors enters into an executive session, that meeting or part of that meeting that is so designated shall include Board Members only. When asked or directed, the Executive Director may participate ex-officio.

Section 13. Notice of Meetings.

No notice need be given of any annual or other regular meeting of the Board of Directors unless (a) such meeting is to be held at some place other than the principal office of the Corporation, in which case notice of such meeting shall be given in the same manner as that set forth in this Section 13 for special meetings, or (b) some action is to be taken at such meeting which by law may be taken by the Directors only in their capacity as the Members of the Corporation, in which case notice of such meeting shall be given in the same manner as that set forth in this Section 13 for special meetings, except that the notice shall be given at least 10 days before the day of the meeting. Written notice of all special meetings of the Board of Directors shall be given by, or at the direction of, the person or persons calling the meeting at least ten (10) days prior to the day named for the meeting; provided, however, that in case some action is to be taken at a special meeting which by law may be taken by the Directors only in their capacity as the Members of the Corporation, notice of such meeting shall be given at least ten (10) days before such special meeting.

Section 14. Waiver of Notice.

A waiver of notice, in record form, signed by the person or persons entitled to such notice, whether before or after the date stated therein, and filed with the Secretary shall be deemed equivalent to the giving of such notice, and except in the case of a special meeting, neither the business to be transacted nor the purpose of the meeting need be specified in the notice of such meeting.

Attendance at any meeting of the Board of Directors, shall be a waiver of notice thereof, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 15. Meetings by Electronic Technology.

A meeting of the Board of Directors may be held by means of telephone, conference telephone, the Internet or other electronic technology as long as the Directors have the opportunity to hear each other. A meeting held in this manner need not be designated as being held in any particular geographic location.

The presence or participation, including voting and taking other action, at a meeting of the Board of Directors or the expression of consent or dissent to corporate action by a Director by conference telephone or other electronic means in a meeting pursuant to this Section 15 shall constitute the presence of, or vote or action by, or consent or dissent of the Director.

Section 16. Presiding Officer and Order of Business.

All meetings of the Board of Directors shall be called to order and presided over by the President of the Board of Directors or in the President's absence by the Vice President, or in the absence of the Vice President by a Chairperson for that meeting elected by the Directors. The person presiding over a meeting of Directors may appoint another person to serve as parliamentarian at any meeting of the Directors. The then current edition of any recognized authority on parliamentary procedure shall govern the conduct of all meetings of the Directors when not in conflict with these Bylaws, the Articles or the NPCL.

Section 17. Minutes.

Minutes of the Board of Directors' meeting shall be made available to any Corporation Director at Board of Directors meetings or in advance of said meetings or otherwise, upon reasonable request.

Section 18. Contracts, Transaction and Interested Directors.

Unless otherwise restricted in these Bylaws, or by the NPCL, and in the absence of fraud, no contract or other transaction between the Corporation and any other corporation (including an investment advisory corporation), partnership, joint venture, trust or other association shall be affected by the fact that Directors of the Corporation are Directors, employees or agents of such other corporation, (including an investment advisory corporation), partnership, joint venture, trust or other association, or have a financial or other interest, (i.e., are "interested Directors"), if such contract or transaction shall be approved or ratified by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors or of the committee of the Corporation having authority to decide the transactional matter, who are not so interested, (i.e., are non-interested Directors).

Any Director individually, or any firm of which any Director is a partner or shareholder, may be a party to or may be interested in any contract or transaction of the Corporation; provided, that such contract or transaction shall be approved or ratified by the affirmative vote of at least a majority of the Directors present at a meeting of the Board of Directors or of the committee of the Corporation having authority to decide the transactional matter, who are not so interested. No Director shall be liable to account to the Corporation for any profit realized by such Director from or through any such transaction or contract of the Corporation, ratified or approved as stated in the paragraph above of this Section 18, by reason of the fact that such Director is an interested Director in such transaction or contract. Such Interested Directors may be counted when present at meetings of the Board of Directors or of such committee for the purpose of determining the existence of the quorum.

Notwithstanding the foregoing, the Corporation, its Officers and Directors shall comply with any separate conflict of interest policy which has been adopted by the Board of Directors.

Section 19. Standard of Care and Justifiable Reliance.

A Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any

committee of the Board upon which he may serve, in good faith, in a manner that he or she reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i) one or more Officers or employees of the Corporation who the Director reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith, however, if such Director has knowledge concerning a matter which would cause his reliance on any of the foregoing to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of such person's fiduciary standard of care. In addition, absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

An officer shall perform his or her duties as an officer in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs his/her duties shall not be liable by reason of having been an officer of the Corporation.

Section 20. Limitation of Personal Liability of Directors.

To the fullest extent that the laws of the Commonwealth of Pennsylvania, as in effect on the date of the adoption of this Section 20 or as such laws are thereafter amended, permit elimination or limitation of the liability of Directors, no Director of the Corporation shall be personally liable as such for monetary damages for any action taken, or any failure to take any action, as a Director. Specifically, a Director shall not be personally liable for monetary damages, unless (1) the Director has breached or failed to perform the duties of his office under the NPCL and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Any amendment or repeal of this Section 20 or adoption of any other provision of these Bylaws or the Corporation's Articles of Incorporation which has the effect of increasing Director liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal or other provision.

This Section 20 shall not apply to a Director's responsibility or liability under any criminal statute or a Director's liability for payment of taxes under any local, state or federal law.

ARTICLE IV
Officers

Section 1. Number, Election, Term and Removal.

The Directors of the Corporation shall elect a President, a Vice President, a Secretary and a Treasurer and may elect such other Officers and Assistant Officers, if any, as the Board may deem appropriate. A person may hold more than one office at the same time. The Nominating Committee of the Board of Directors will present a slate of officer candidates to the Directors in advance of an election.

The elected officer shall assume his/her position in June of the year following his or her election to office. The term of the officer position is two (2) years. An officer may be re-elected to the officer position for consecutive terms without limitation. The officers shall have such authority and shall perform such duties as provided in these Bylaws and as prescribed by the President.

The Board of Directors may also, from time to time, appoint such agents as it may deem appropriate.

The Board of Directors shall have the power to remove an elected officer or an agent from office, either with or without cause, provided that notice of a special meeting identifying this issue is provided under Section 13 of Article III. Appointment or election of an officer or an agent does not, by itself, create contract rights. Removal of an officer or agent shall be without prejudice to any contract rights of the person to be removed.

Section 2. Qualifications.

The officers must be Directors and Members in good standing of the Corporation. The Board of Directors shall not elect members of the same family to the positions of Officers during the same term of office.

Section 3. Term of Office, Resignations and Filling of Vacancies.

Each Officer and Assistant Officer, (if any,) shall hold office until his or her term is completed and until his or her successor shall have been appointed and qualified or until his earlier death, resignation or removal. The President shall fill vacancies on a temporary basis caused by any reason. An Officer so appointed shall serve until the next Election.

Any Officer or Assistant Officer may resign at any time upon record notice to the Corporation. The resignation shall be effective upon receipt or at such subsequent time as may be specified in the notice of resignation.

Section 4. Compensation.

Officers, as such, shall not receive any salary for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at meetings conducted in furtherance of the charitable purpose of the Corporation. Except for the above,

and for expenses of the Corporation approved by the Board of Directors, no Officer shall receive compensation from the Corporation or from contracts executed by the Corporation.

Section 5. President.

The President shall, in general, perform all duties incident to the office of President and shall be a voting member of all standing committees of management appointed by the Board, except the Nominating Committee.

The President shall preside as Chairperson at all Member and Board of Director meetings, (except Nominating Committee meetings), and shall chair Executive Committee meetings. The President shall ensure that all orders and resolutions of the Board are satisfied.

The President shall establish standing committees and ad hoc committees, shall exercise such authority and perform such duties as the Board may from time to time assign and shall, in general, perform all duties incident to the office of President.

Section 6. Vice President.

The Vice President shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may from time to time delegate to the Vice President and shall perform such duties as usually pertain to the office of Vice President. The Vice President shall, in the case of the absence or inability to act by the President, temporarily act in the President's place. In the case of the death or inability to act of the President, the Vice President shall perform the duties of the President except as shall be otherwise designated by the Board of Directors.

Section 7. Secretary.

The Secretary shall attend meetings of the Board of Directors and all meetings of the Members, and shall act as the clerk thereof, causing the recording all votes and consents of record and maintaining accurate meeting minutes thereof in suitable Corporation books, shall send out all notices of Board and Member meetings as required by law or these Bylaws and shall, in general, perform all duties incident to the office of Secretary and as may be assigned to the Secretary or by the Board of Directors. With the approval of the Board of Directors, the Secretary may assign some of his or her duties to staff of the Corporation.

Section 8. Treasurer.

The Treasurer shall oversee and account for the receipt of all money, securities and other valuable properties paid to the Corporation and keep or cause to be kept accurate accounts of all money received or payments made in books kept for that purpose. The Treasurer shall oversee and account for the deposit of all money received by him or her in the name and to the credit of the Corporation in banks or other places of deposit. He/she shall oversee and account for the disbursement of the money of the Corporation by checks or vouchers.

The Treasurer shall cause to be rendered to the President and Directors, whenever required or otherwise on a monthly basis a written detailed account of the financial transactions of the Corporation and of the financial condition of the Corporation, including a statement of all its assets, liabilities and financial transactions. He/she shall, in general, perform all duties incident to the office of Treasurer. The Treasurer may, with the consent of the Board of Directors, assign some of his or her duties to the staff of the Corporation. The Treasurer shall be relieved of all of the responsibility for any securities or monies or the disbursement thereof committed by the Director to the custody of any other person or Corporation, or the supervision of which is delegated by the Board of Directors to any other officer, agent or employee of the Corporation, and the Treasurer shall not be responsible for any action of any officer, agent or employee of the Corporation. The Treasurer shall serve as Chair of the Finance Committee.

Section 9. Assistant Officers.

Any Assistant officer authorized by the Board of Directors shall perform such duties as may be delegated to him or her by the officer to whom he/she is an assistant, and in the absence or disability of such officer may perform the duties of his or her office.

ARTICLE V Committees

Section 1. Committees.

The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees of Members, Officers, Directors, and/or other interested persons to act in an advisory capacity to the whole Board. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board when required. Any committee shall have and may exercise all of the powers and authority delegated to it by the Board of Directors, except that a committee shall not have any power or authority as to the following:

- (i) The submission to Members of any action requiring the approval of Members under these Bylaws.
- (ii) The creation or filling of vacancies on the Board of Directors.
- (iii) The adoption, amendment or repeal of these Bylaws.
- (iv) The amendment or repeal of any resolution of the Board of Directors, that by its terms is amendable or repealable only by the Board.
- (v) Action on matters committed by these Bylaws, by the NPCL, or by resolution of the Board of Directors to the Members, Board of Directors or another committee appointed by the Board of Directors.

The Board of Directors may designate one or more Directors as alternate members of any committee who may replace any absent or disqualified committee member at any meeting

of the committee or for the purposes of any written action by the committee. In the absence or disqualification of a member of a committee, the committee member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of the absent or disqualified committee member. Each committee shall serve at the pleasure of the Board of Directors.

Committees may be either standing committees or ad hoc committees. Each Director of the Corporation must serve on at least one (1) standing committee of the Corporation and participate in ad hoc committees as necessary and interested.

The President is a voting member and the Chairperson of the Executive Committee and of all other standing and ad hoc committees of the Board of Directors of the Corporation, except that the President shall not be a member of the Nominating Committee and except that the President shall not chair the Finance Committee.

The term "Board of Directors" or "Board," when used in any provision of these Bylaws relating to the organization or procedures of or the manner of taking action by the Board of Directors, shall be construed to include and refer to any executive or other committee of the Board of Directors. Any provision of these Bylaws or of the NPCL relating or referring to action to be taken by the Board of Directors or the procedure required therefor shall be satisfied by the taking of corresponding action by a committee of the Board of Directors to the extent authority to take the action has been delegated to the committee pursuant to these Bylaws and under the NPCL.

Section 2. Standing Committees, General

The Chairperson of each standing committee shall be the committee liaison to the Board of Directors. The President shall authorize all powers and expenses for committee business. The Board of Directors shall oversee and approve all committee activities and approve all committee recommendations before implementation.

Section 3. Standing Committees.

(a). Executive Committee.

At all times, there shall be an Executive Committee consisting of the following: President, Vice President, Secretary and Treasurer of the Board of Directors. The Executive Committee shall have the power to act as the Board of Directors between meetings of the Board of Directors. Any action taken by the Executive Committee shall be reported to the Board of Directors and ratified by them at the next possible meeting after the action is taken.

The President shall chair and be a voting member of the Executive Committee of the Board of Directors of the Corporation.

The Executive Director of the Corporation shall be an *ex officio*, non-voting member of the Executive Committee.

(b). Governance Committee

At all times, there shall be a Governance Committee of the Board of Directors of the Corporation.

A Director of the Board of Directors shall chair and be a voting member of the Governance Committee.

Each year, the President shall appoint the Directors who will comprise the Governance Committee. The tasks of the Governance Committee are:

- to oversee Board of Director operations;
- to provide oversight of governing documents, filings and Bylaws;
- to prepare a slate of Directors and Officers to be presented to the Board of Directors and membership for voting annually; such task to be accomplished through a Nomination Task Force;
- to review and vet Board Director candidates for annual voting or appointments done by the President of the Board; such task to be accomplished by a Vetting Task Force;
- to maintain responsibility for Board development activities; and
- to accomplish other appropriate tasks as may be assigned by the Board of Directors.

The Executive Director of the Corporation shall be an *ex officio*, non-voting member of the Governance and Policy Development Committee.

(c). Finance Committee.

At all times, there shall be a Finance Committee of the Board of Directors of the Corporation.

The Treasurer shall chair and shall be a voting member of the Finance Committee.

The tasks of the Finance Committee of the Board of Directors of the Corporation are:

- to assess the overall financial status of the Corporation and to review all assets and liabilities that could impact the financial status of the Corporation;
- to review and assist in creating budgets;
- to review accurate and timely financial statements
- to assist in preparation of the Form 990 tax return; and
- to accomplish other appropriate tasks as may be assigned by the Board of Directors.

The Executive Director of the Corporation shall be an *ex officio*, non-voting member of the Finance Committee.

(d). Development Committee.

At all times, there shall be a Development Committee of the Board of Directors of the Corporation.

Each year, the President shall appoint the Directors who will comprise the Development Committee.

A Director of the Board of Directors shall chair and be a voting member of the Development Committee.

The tasks of the Development Committee of the Board of Directors are:

- to work closely with the Development Coordinator around fundraising events;
- to strengthen fundraising events, donor solicitation, development planning and follow-up provided by the Board of Directors;
- to identify how to strengthen donor relationships; and
- to identify new, potential donors through contacts and stewardship.

(c). Community Engagement Committee

At all times, there shall be a Community Engagement Committee of the Board of Directors of the Corporation.

A Director of the Board of Directors shall chair and be a voting member of the Community Engagement Committee.

The tasks of the Community Engagement Committee shall be to:

- seek opportunities to publicly highlight NAMI Montgomery County PA and the programming offered through the Corporation; and
- to share opportunities with the Board of Directors and staff to fulfill engagement opportunities.

The Executive Director of the Corporation shall be an *ex officio*, non-voting member of the Community Engagement Committee.

Section 4. Ad Hoc Committees.

The Corporation may appoint other, ad hoc committees of the Board of Directors of the Corporation. The Board of Directors shall have exclusive control over the establishment of these committees. Each ad hoc committee shall be chaired by the President of the Corporation, who will be a voting member of each ad hoc committee. The Chairperson shall be the committee liaison to the Board of Directors. The President shall authorize all powers and expenses for committee business. The Board of Directors shall oversee and approve all committee activities and approve all committee recommendations before implementation.

The Executive Director of the Corporation shall be an *ex officio*, non-voting member of all ad hoc Committees.

(a). Personnel Committee

A Director of the Board of Directors shall chair and be a voting member of the Personnel Committee.

The tasks of the Personnel Committee are to:

- support the Executive Director in drafting and revising policies related to the staff and operations of the Corporation;
- ensure that employees have realistic, updated job descriptions;
- review annual staff evaluations;
- conduct an annual evaluation of the Executive Director;
- evaluate salary and benefit structures for employees; and
- to accomplish other appropriate tasks as may be assigned by the Board of Directors.

The Executive Director of the Corporation shall be an *ex officio*, non-voting member of the Personnel Committee.

(b). Awards Committee

The Awards Committee discusses and votes on annual awards before the annual membership dinner and assists with marketing of awards.

(c). Data Committee

The Data Committee meets one time per year to review fiscal year data as well as program data, and works to create the annual report. Through data review, the committee will share recommendations and findings with the Board of Directors.

(d). Legislative Committee

The Legislative Committee remains informed of state/federal legislation and informs the Board of Directors of any impacts to the mental health system and/or to those impacted by mental illness. The Legislative Committee also identifies advocacy opportunities for the Corporation to engage in.

Section 5. Replacement or Removal of Committee Members.

The President may replace or remove any member of any Committee for any reason.

ARTICLE VI
Executive Director

The Executive Director will report to the Board of Directors. The Board of Directors will generally oversee the activities of the Corporation and perform its fiduciary duties as defined under the NPCL and will set policies for the Corporation. The Executive Director will be responsible for implementing policy and for the day to day activities of the Corporation. The Executive Director may employ additional staff and/or independent contractors as the operations of the Corporation will allow and may require.

The Board of Directors will evaluate the performance of the Executive Director at least annually and will establish compensation for the Executive Director.

Section 1. Responsibilities of Executive Director.

The Corporation may employ an Executive Director to serve as the principal administrative officer of the Corporation.

The responsibilities of the Executive Director will be outlined in a job description created by the Board of Directors. In general, the duties of the Executive Director will include:

- overall operations, coordination and strategy of the Corporation;
- day to day operations of the Corporation;
- serving in an ex officio, non-voting capacity on the Board of Directors and on all of its committees;
- implementation of the strategic plan of the Corporation;
- acting as liaison between the Corporation and community stakeholders, and
- other duties, as assigned by the Board of Directors and as may be defined in a detailed job description or as may change with the needs of the Corporation.

Section 2. Reporting Structure.

The Executive Director will report to the Board of Directors of the Corporation. The Board of Directors will provide general oversight of the activities of the Corporation, will perform its fiduciary duties as defined under the NPCL and will set policies for the Corporation. The Executive Director will be responsible for implementing policy and for the day to day activities of the Corporation. The Executive Director may employ additional staff and/or independent contractors as the operations of the Corporation will allow and may require.

The Board of Directors will evaluate the performance of the Executive Director at least annually and will establish compensation for the Executive Director.

ARTICLE VII

Execution of Documents

Section 1. Checks, Notes, etc.

The Board of Directors shall from time to time designate the Officers or agents of the Corporation who shall have power, in its name, to sign and endorse checks and other negotiable instruments and to borrow money for the Corporation, and in its name, to make notes or other evidences of indebtedness.

Section 2. Other Documents.

Unless otherwise authorized by the Board of Directors, all contracts, leases, deeds, deeds of trust, mortgages, and all other documents requiring the seal of the Corporation shall be executed for and on behalf of the Corporation by the President, or a Vice President, and the

corporate seal shall be affixed by such person or at his direction, all of which shall be attested by the Secretary.

ARTICLE VIII

Indemnification of Directors, Officers and Employees

Section 1. Judgments, Fines, Settlements and Expenses.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if the act or failure to act giving rise to the claim for indemnification is not determined by a court to have constituted willful misconduct or recklessness.

Section 2. Expenses.

To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article VIII or in defense of any claim, issue or matter therein, such person shall also be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 3. Advancement of Expenses.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation pursuant to this Article VIII.

Section 4. Nonexclusivity of Article VIII.

The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled and shall continue as to a person who has ceased to be a Director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE IX

Annual Report of Directors

Section 1. Annual Report.

At each Annual Meeting of the Members, an Annual Report verified by the President and the Treasurer of the Corporation shall be submitted by the Board of Directors, and shall be filed with the minutes of such Annual Meeting of the Members. The Annual Report shall show in appropriate detail the following:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the Report.

(b) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the Report.

(c) The revenue or receipts of the Corporation, both unrestricted to particular purposes, for the year immediately preceding the date of the Report, including separate data with respect to each investment fund held by or for the Corporation.

(d) The expenses or disbursements of the Corporation, for both general and restricted (if any) purposes during the year immediately preceding the date of the Report, including separate data with respect to each fund held investments by or for the Corporation.

(e) The number of Members of the Corporation as of the date of the report, together with a statement of increase or decrease in their number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of current Members may be found.

ARTICLE X

Amendments to Bylaws

Section 1. Amendments to Bylaws.

The Board of Directors may not adopt, amend or repeal any of these Bylaws with respect to those matters that are by statute reserved exclusively to the Members. Otherwise, the Board of Directors may, by a majority vote taken at any of its regular or special meetings convened for that purpose, recommend the adoption, amendment or repeal of these Bylaws or individual Bylaw to the Members of the Corporation.

The Members, may, by a majority vote taken at any annual, regular or special meeting convened for that purpose, accept or reject any recommendations proposed by the Board of Directors to adopt, amend or repeal these Bylaws or Individual Bylaw.

Any meeting of Members for the purpose of considering the recommendation of adopting, amending or repealing these Bylaws or individual Bylaws shall be preceded by the giving of thirty (30) days advance record notice to each Member stating, per the notice

provisions in Article III, Section 13 of these Bylaws, that the purpose or one of the purposes of the meeting is to consider the adoption, amendment or repeal of Bylaws, and such notice shall contain or include a copy of the proposed new Bylaw, change or repeal or a summary of the changes to be effected thereby. Any change in these Bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

ARTICLE XI **Conflict of Interest**

Section 1. Conflict of Interest Defined.

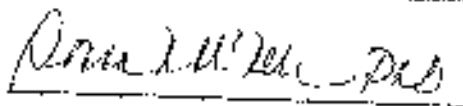
A conflict of interest may exist when the interests or activities of any Director, officer or staff member may be seen as competing with the interest or activities of the Corporation, or such person derives a financial or other material gain as a result of a direct or indirect relationship. Such person having a potential conflict of interest shall be known as an "Interested person".

Section 2. Responsibilities.

The Board of Directors shall assess potential and actual conflicts of interest according to the Corporation's Conflicts of Interest Policies and Procedures, Statement and Form as from time to time amended by the Board of Directors. Every Board Director and staff member of the Corporation shall be given a copy of the Corporation's Conflicts of Interest Policies and Procedures, Statement and Form, which shall be updated annually by the Corporation.

Approved and Recommended to the Members

By: The Governance Committee acting on behalf of the Board of Directors via electronic vote



President, Board of Directors

Date 1/15/2020

Approved

By: NAMI Montgomery County PA Members via electronic vote

Date: 2/17/2020