



Bucks County PA

Bucks County's Voice on Mental Health

**AMENDED AND RESTATED
BYLAWS
(Adopted February 20, 2020)**

**ARTICLE I
NAME**

The name of the corporation is NAMI Bucks County, PA (hereinafter referred to as the “Corporation”).

**ARTICLE II
PURPOSES**

2.1 Corporate Purposes. The purposes of the Corporation shall be as set forth in the Articles of Incorporation.

2.2 Mission. The Mission of the Corporation to improve the lives of individuals and families affected by mental illness through recovery-focused support, education, and advocacy.

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

**ARTICLE III
OFFICES**

The principal office and the registered office of the Corporation shall be at 1432 Easton Road, Suite 2D, Warrington, PA 18976, or at such other location as the Board of Directors may designate. The Corporation may have such other offices as the Board may designate from time to time.

**ARTICLE IV
MEMBERSHIP**

4.1 Classes. The Corporation shall have the following classes of Members: Individual; Family; and Open Door/Limited Income.

4.2 Members. Membership shall be open to all persons interested in and in agreement with the mission and programs of the Chapter and who pay annual dues. Because the Corporation is affiliated with the National Alliance on Mental Illness ("NAMI") and NAMI Keystone Pennsylvania ("NAMI Keystone"), all Members are also automatically members of those two organizations. A prorated portion of each Member's dues are paid to those organizations by the Corporation.

4.3 Voting Rights. Each Individual Member shall be entitled to one (1) vote in matters presented to the Membership for vote. A Family Member shall have such number of votes as equals the number of individuals comprising such family but shall not exceed two (2) votes per Family Member.

4.4 Dues or Assessments. All Members shall be required to pay annual dues unless determined otherwise by the Board. The amount of annual dues is established by NAMI. Members in default of dues shall be notified of the delinquency and, at the discretion of the Board, may have their membership terminated for non-payment.

4.5 Nontransferable. Membership in the Corporation is not transferable without the prior written consent of the Board of Directors.

4.6 Meetings of the Members.

(a) Regular Meetings. Regular meetings of the Members will be held on the third Thursday of every other month at such location as the Board may designate, unless the number of meetings and/or date is changed by the Board. An annual meeting of the Members will be held at the regular April meeting of the Members for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. The Board may change the date of the annual meeting by publishing notice of such change in the Corporation's newsletter. If the election of Directors is not held on the day designated in these Bylaws for any annual meeting, or at any adjournment of the meeting, the Board must cause the election to be held at a special meeting of the Members as soon thereafter as is convenient.

(b) Special Meetings. Special meetings of the Members may be called at any time upon the written request of the President, the Board, or by written petition of ten percent (10%) of the Members. The Secretary shall fix the time for the meeting, which shall be held within sixty (60) days after receipt of the request. If the Secretary neglects or refuses to fix the time of the meeting, the person or persons calling the meeting may do so. Business discussed at the meeting shall be confined to the purposes stated in the meeting request or petition.

(c) Place of Meeting. The Board may designate any place, either within or without the Commonwealth of Pennsylvania, as the place of meeting for any annual meeting or for any special meeting. If no designation is made, the place of meeting will be the registered office of the Corporation in the Commonwealth of Pennsylvania.

(d) Notice of Meetings.

(i) Written notice stating the place, day, and time of any

meeting of the Members shall be delivered to each Member entitled to vote at the meeting not less than five (5) days before the date of the meeting (or ten (10) days prior to the date of any meeting that will consider an entity transaction or fundamental change, as those terms are defined in the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Act")), either personally, by mail, or by email. In the case of special meetings, the purpose or purposes for which the meeting is called shall be stated in the notice.

(ii) If notice is sent by mail, such notice will be deemed delivered when deposited in the United States mail, with proper postage prepaid, addressed to the Member at the Member's address as it appears in the records of the Corporation at the time of mailing. Notice sent by email will be deemed delivered when sent to the email address for the Member as it appears in the records of the Corporation at the time of sending.

(iii) The Board may elect to provide notice of any regular or special meeting of the Members by publishing the same in the Corporation's newsletter at least twenty (20) days prior to the day called for the meeting, which newsletter may be sent using any class of postpaid mail.

(c) Quorum; Voting. The presence of Members holding ten percent (10%) of the votes that may be cast at any meeting or twelve (12) members, whichever is fewer, will constitute a quorum at such meeting. If a quorum is not present at any meeting of the Members, a majority of the Members present may adjourn the meeting to another specified time without further notice. The affirmative vote of a majority of the votes that may be cast at a meeting where a quorum is present shall constitute the action of the Members.

4.7 Delegation of Powers. Except as otherwise required by law or the Articles of Incorporation, the power and authority of the Corporation is delegated to and shall be vested solely in, and all the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors of the Corporation.

4.8 Suspension or Expulsion of Members. The Board, by an affirmative vote of two-thirds (2/3) of the Directors, may suspend or expel Members for cause after appropriate notification and, if requested, a hearing with the Board.

ARTICLE V BOARD OF DIRECTORS

5.1 Powers. The business of the Corporation, including the establishment of policies of the organization and the control of its property, business, affairs and powers, shall be managed under the direction and authority of its Board of Directors (the "**Board**"). In addition to the powers and authorities expressly conferred on the Board by these Bylaws, the Board may exercise all such powers and do all such lawful acts consistent with the purpose of this Corporation.

5.2 Number. The Board shall consist of no fewer than seven (7) and no more than twenty-one (21) persons, as the Board may from time to time determine.

5.3 Qualifications. A prospective Director must be at least 21 years of age, be a Member in good standing, show interest in and commitment to the Corporation and its goals, and bring to the Board a talent or expertise appropriate to furthering attainment of these goals. Candidates for the Board must agree to undergo such criminal and other background checks as required by the Corporation's policies; the results of such background checks will be used in evaluating such person's candidacy for election to the Board. Employees of the Corporation are ineligible to serve on the Board. At least two-thirds (2/3) of the Board shall consist of persons with lived experience of mental illness or loved ones of persons with lived experience of mental illness.

5.4 Election Schedule. Election of Directors shall be held at the annual meeting of the Members except when it is necessary to fill a vacancy on an interim basis for an unexpired term as described in Section 5.6.

5.5 Annual Election Procedure; Terms. Nominations for Directors shall be made by the Governance Committee and shall be filed with the Secretary of the Corporation at least thirty (30) days prior to the annual meeting of the Members. Immediately upon receipt thereof, the Secretary shall cause such nomination to be printed in Corporation's newsletter. Additional nominations may be made from the floor at the annual meeting. Votes cast at such election for others than those nominated shall not be counted. Each Director elected in accordance with this Section shall serve for a term of three (3) years, beginning on the first day of the month immediately following such election, and until his or her successor shall be elected and qualified.

5.6 Vacancies. A vacancy shall be deemed to exist in the case of death, resignation, or removal of any Director, or in the event of an expansion of the Board. Any such vacancy shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. Each Director so elected shall serve out the unexpired term or term designated for the Director and shall be eligible for re-election.

5.7 Interested Directors or Officers; Quorum. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of the Corporation's Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board which authorized the contract or transaction, or solely because his or her or their votes are counted for such purpose, if:

(a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorized the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; and

(b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this Section.

5.8 Meetings.

(a) Regular Meetings. The annual meeting of the Board for the election of officers shall be the meeting immediately following the annual meeting of the Members. Regular meetings of the Board shall be held at such time and place as the Board may from time to time determine. If such determination is by standing order of the Board, no notice other than such resolutions shall be required. If such determination is by resolution or consensus adopted at a duly commenced meeting of the Board with respect to the next meeting of the Board, further notice need be given only to those Directors not present at such duly convened meeting, in person or by telephone, mail or e-mail at least five (5) calendar days prior to the next meeting. In all other cases, notice shall be given to all Directors in person or by telephone, mail or e-mail at least five (5) days prior to any regular meeting. Such notice shall specify the general purpose of the meeting if such meeting is to amend the Bylaws or to nominate or elect Directors (or provide notice with respect to such nomination or election). The Board shall not meet less than once each calendar quarter.

(b) Special Meetings. Special meetings of the Board may be called at any time by the President or not less than two Directors by providing at least five (5) days' prior notice to all Directors. Such notice shall be given personally or by telephone, mail or e-mail and shall specify the purpose of the meeting.

(c) Attendance by Members. All Board meetings shall be open to Members in good standing, provided that such Members shall have no voting rights and shall be excused from any executive session of the Board.

5.9 Waivers of Notice. Whenever any written notice is required under the provisions of the Articles, these Bylaws or the Act, a waiver, in writing, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed the giving of such notice. Neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of said meeting. Attendance of a person at any meeting shall constitute a waiver of notice 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.

5.10 Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting, the Board may, at such meeting considering the resolution, without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

5.11 Conference Telephone Meetings. One or more persons may participate in

a meeting of the Board or of a committee of the Board by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear one another. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

5.12 Quorum and Action. A majority of the voting Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, unless a greater proportion is required by applicable law, by the Articles of Incorporation or by these Bylaws. Except for Major Policy Decisions (hereinafter defined), the acts of a simple majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board. Each Director shall be entitled to one vote, which shall be recorded as a yes, no or abstain. There shall be no proxy voting and no Director shall have the right to cumulate his or her votes for any purpose. All Major Policy Decisions shall require the approval of two-thirds (2/3) of all Directors then in office. As used in these Bylaws, the term "**Major Policy Decisions**" means any of the following: (a) Board-initiated recommendation of an amendment to these Bylaws; (b) sale, purchase, or leasing of real estate; and (c) Board-initiated recall or removal of a Director of this Corporation.

5.13 Failure of Quorum. At any regular or special meeting of the Directors, the presiding officer shall have the power to adjourn the meeting if a quorum is not satisfied within a reasonable length of the opening hour. The adjourned meeting may be rescheduled for a date and time not less than ten (10) days from the adjourned meeting so long as all Directors are given five (5) days' written notice delivered in person, by registered mail or by email and that such notice shall include a statement of the business to be transacted. Those present at such a duly called meeting shall constitute a quorum for conducting the business stated in the notice.

5.14 Orientation. All new Directors to the Board of Directors shall be oriented to the Board functions and procedures and the Corporation's philosophy. New Directors shall be provided with copies of the Corporation's Bylaws, Policies and other major Corporation documents as determined by the Board. The Board shall approve funds as needed for attendance by Directors at conferences relevant to the concerns of the Board.

5.15 Action by Continuous Consent. Any action required or permitted to be approved at a meeting of the Board of 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 of the action, by all of the Directors in office on the date the last consent is signed. The consent or consents must be filed with the Secretary of the Corporation.

5.16 Voting Rights. Each Director shall be entitled to one vote.

5.17 Compensation. Directors shall not receive compensation for their services as a Director. Directors may receive reimbursement for expenses incurred while carrying out the duties of their office. Such expenses shall be reasonable to accomplish the work required and shall be supported by appropriate documentation in accordance with the Corporation's policies.

5.18 Resignation; Removal. Directors who are unable to fulfill their duties or

complete their term of office shall notify the Board Chair in writing of their intention to resign. A Director may be removed from office by a two-thirds (2/3) vote of the Board whenever the Board judges that such removal will serve the best interests of the Corporation. Three (3) unexcused absences from Board meetings over any twelve (12) month period may be used as cause for removal from office.

5.19 Emeritus and Honorary Directors. The Board of Directors may appoint emeritus and honorary Directors. The combined number of emeritus and honorary Directors shall be no more than five (5) who shall serve at the pleasure of the Board of Directors, but in no event, for more than five (5) years. The emeritus Directors shall be chosen from individuals who have previously served on the Board of Directors. The honorary Directors shall be chosen based on such criteria as the Board shall, from time to time, have established. The emeritus and honorary Directors may attend all meetings of the Board of Directors and, subject to the discretion of the Board, participate in the discussion of all business to come before the Board. The emeritus and honorary Directors shall not, however, have a right to vote on any matter under consideration by the Board. The emeritus and honorary Directors shall have the same duty of loyalty and duty to avoid conflicts of interest as the members of the Board of Directors and shall adhere to all other Board policies.

ARTICLE VI OFFICERS

6.1 Officers Generally; Election. The elected officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and an Immediate Past President (if he or she desires to serve), and such other officers as the Board deems desirable. The only appointed officer of the Corporation shall be the Executive Director. No person may hold more than one office. With the exception of the Executive Director, only Directors shall be eligible to serve as officers. Employees of the Corporation are ineligible to serve as officers other than as Executive Director. In addition to the powers and duties set forth in these Bylaws, the officers shall have such powers and duties as are usually related to their offices and as the Board may determine by resolution. Except as set forth below, all elected officers shall hold office for a term of two (2) years (or such other term as the Board shall determine for any office from time to time) or until their successors are elected and have qualified, unless sooner removed by the Board.

6.2 President. The President shall be the Chair of the Board of Directors of the Corporation and shall coordinate the implementation of the policies and directions of the Board with respect to the property, business, and affairs of the Corporation. The President will preside at all meetings of the Members and the Board. The President shall also serve as an ex officio voting member of all committees and shall have the general power and duties of supervision and management usually vested in the office of a president. The Board, at its discretion, may overrule any actions of the President.

6.3 Vice President. The Vice President shall have the authority and perform the duties of the President when the President is absent or is unable to act, and shall perform such other duties as may be assigned by the Board or the President.

6.4 Secretary. The Secretary shall be the custodian of the corporate records and corporate seal and shall ensure that the same are properly maintained at the office of the Corporation. The Secretary shall cause to be recorded the minutes of all meetings of the Board of Directors, maintain all recorded proceedings in a book to be kept for that purpose and perform like duties for any duly authorized committee when required. The Secretary shall give, or cause to be given, all notices required by law, these Bylaws, the Articles of Incorporation or the Board of Directors and shall perform such other duties as may be incident to the office of Secretary or prescribed by the Board of Directors.

6.5 Treasurer. The Treasurer of the Corporation shall be responsible for oversight to assure the financial integrity of the Corporation. The Treasurer shall present periodic financial reports all transactions of the Corporation and the financial condition of the Corporation, prepared by the Executive Director of the Corporation, to the Finance Committee, the President, and the Board of Directors at its regular meetings or when requested. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors.

6.6 Executive Director. The Executive Director shall be the chief executive officer and administrative head of the Corporation with general charge and supervision of the day to day affairs of the Corporation and such other duties as are from time to time assigned by the Board of Directors. The Executive Director shall be responsible for the management of the affairs of the Corporation, its programs and activities in the furtherance of the mission and policies formulated and approved by the Board and in accordance with the job description established by the Board. He or she shall serve at the pleasure of the Board. The Executive Director shall be responsible to the Board for the execution of all organizational management and policy implementation under which the Corporation carries out its purposes and mission. The Executive Director shall have the authority to hire, review and evaluate employees or consultants provided that funding for such positions has been approved by the Board. The Executive Director shall inform and advise the Board of legislation, mental health services trends, and competitive activities relevant in establishing strategic objectives.

6.7 Vacancy. Any vacancy occurring in any elected office shall be filled by the Board.

6.8 Election and Term of Office. The officers of the Corporation shall be elected by the Board at any meeting of the Board. Each officer shall serve for a term of two years and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.

6.9 Removal of Officers. Any officer may be removed by a vote of two-thirds (2/3) of the Board whenever in its judgment the best interests of the Corporation will be served. Such removal shall be without prejudice to the contract rights, if any, of any person so removed.

6.10 Resignations. Any officer may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.

ARTICLE VI COMMITTEES

7.1 Committees of the Board. There shall be standing and special committees. Standing committees shall include:

Executive Committee
Finance Committee
Governance Committee

The Board may authorize other standing committees. At meetings of committees, a quorum shall consist of one-half the number of members of the committee. Except as otherwise provided in these Bylaws, Committee members need not be Directors, although the Chair of each Committee must be a Director. Each committee meeting shall submit a report of each meeting to the Board.

7.2 Executive Committee. The Executive Committee shall consist of the Officers of the Corporation. The Executive Director shall be a non-voting member of the Executive Committee. The Executive Committee shall have and exercise the authority of the Board in the day-to-day management of the Corporation but is empowered to act for the Board between meetings only on topics which are within the powers of the Board of Directors and which reasonably cannot wait for the full Board meeting. Any action taken by the Executive Committee acting pursuant to such authority shall promptly be reported to the Board of Directors. The Executive Committee shall not have the authority of the Board in reference to amending, altering or repealing the Bylaws of the Corporation; electing, appointing or removing any Director of the Corporation; attending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; or adopting a plan for the distribution of the assets of the Corporation. The Executive Committee shall provide copies of the minutes of each meeting held by it to the full Board of Directors at their next meeting. The Executive Committee shall be responsible for the evaluation of the current Board, officers, Executive Director, and all policies and procedures.

7.3 Finance Committee. The Finance Committee shall consist of the President, the Treasurer, and no more than four (4) other members of the Board. The Treasurer shall serve as chair of the Finance Committee. Its purpose is to provide financial and investment policy and oversight to assure the fiscal integrity of the Corporation, to review all annual audits, budgets and periodic financial reports and present them to the Board for approval, and to provide the Board with reports of the financial status of the Corporation at all regular meetings. The Finance Committee shall meet at least four (4) times during each calendar year.

7.4 Governance Committee. The Governance Committee shall consist of at least three (3) Directors appointed by the President. The Chair of the Governance Committee shall be appointed by the President. The role of the Governance Committee is to recruit new Board members and to ensure that each Board member is equipped with the proper tools and motivation to carry out his or her responsibilities. The Governance Committee will also maintain the Corporation's Bylaws and policies, and make recommendations for updating the same to the

Board as needed.

7.5 Special Committees. Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the Chair shall appoint the chairman and the members of any such committee, and may remove any member of any committee whenever in the Chair's judgment the best interests of the Corporation shall be served by such removal.

7.6 Term of Office. Members of committees shall serve until the next annual meeting of the Board and until their successors are appointed, unless the committee is sooner terminated, or unless such member is removed from such committee.

7.7 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as original appointments.

7.8 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the committee.

7.9 Limitation on Authority of Committees. No committee will have the authority of the Board with reference to affecting any of the following:

- (a) Filling of vacancies in the Board.
- (b) Adoption, amendment or repeal of Bylaws.
- (c) Amendment or repeal of any resolution of the Board.
- (d) Action on matters committed by Bylaws or resolution of the Board to another committee of the Board.

ARTICLE VIII FINANCE

8.1 Fees and Profits. The Corporation may charge fees or prices for services or products it renders within its lawful authority. All such income shall be received and used in accordance with applicable laws and regulations including Internal Revenue Code Section 501(c)(3), as amended, and related provisions and regulations (collectively, the "Code").

8.2 Financial Reports. The Executive Director and Treasurer shall present annually to the Board a report, verified by an independent accountant, which shall indicate in appropriate detail the information identified in subsections (a) through (d). Such report shall be filed with the minutes of the said meeting of the Board.

(a) The assets (including trust funds) and liabilities 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 fiscal year immediately preceding the date of the report.

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purpose, for the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

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

ARTICLE IX REAL ESTATE

9.1 Authorization for Transactions. The Corporation shall not purchase, mortgage, lease, or otherwise dispose of any real estate unless authorized by the vote of two-thirds (2/3) of the Board, present at a duly called meeting at which a quorum is present.

ARTICLE X INDEMNIFICATION

10.1 Indemnification in Third Party Proceedings. 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 (other than an action by or in the right of the Corporation), by reason of the fact that such person is or was a Director or officer of the Corporation, or, while a Director or officer of the Corporation, is or was serving at the request of the Corporation as a director, Director or officer of another corporation, partnership, joint venture, trust or other enterprise, including an employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her action was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

10.2 Indemnification in Derivative Actions. 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 or suit by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership,

joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the Court of Common Pleas of Bucks County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

10.3 Mandatory Indemnification. Notwithstanding any contrary provision of the Articles of Incorporation or these Bylaws, to the extent that a representative of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 10.1 or Section 10.2 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonable incurred by him or her in connection therewith.

10.4 Advance of Expenses. Expenses (including attorney's fees and court costs) incurred by a Director or officer in defending any 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 or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized by this Article. Section 5.7 (relating to interested Directors; Quorum) shall not be applicable to the advancement of expenses under this Section in accordance with Section 745 of the Act.

10.5 Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of the Corporation and may inure to the benefit of the heirs, executors and administrators of such person.

10.6 Procedure for Determining Permissibility. Unless ordered by a court, to determine whether any indemnification or advance of expenses under this Article X is permissible, the Board by a majority vote of a quorum consisting of Directors not parties to such action, suit or proceeding may, and on request of any person seeking indemnification or advance of expenses shall be required to, determine in each case whether the applicable standards in any applicable statute have been met, or such determination shall be made by independent legal counsel if such quorum is not obtainable or, even if obtainable, if a majority vote of a quorum of disinterested Directors so directs. The reasonable expenses of any Director or officer in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses, shall be borne by the Corporation.

10.7 Modification or Repeal. No modification or repeal of any provision of this Article X shall affect, to the detriment of the Director or officer, the obligation of the

Corporation to indemnify or to advance expenses to a Director or officer in connection with a claim based on any act or failure to act occurring before such modification or repeal.

10.8 Indemnification Not Exclusive; Inuring of Benefit. The indemnification and advancement of expenses provided by this Article X shall not be deemed exclusive of any other right to which one indemnified may be entitled under any agreement, vote of Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

10.9 Insurance, Security and Other Indemnification. The Board shall have the power to (i) authorize the Corporation to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and any person who 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, Director, officer or employee or agent of another profit or non profit corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, to the extent that power to do so has not been prohibited by applicable law, (ii) engage any fund of any nature, whether or not under the control of a Director, or otherwise secure any of its indemnification obligations and (iii) give other indemnification to the extent not prohibited by statute.

10.10 Reliance on Provisions. Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article provided, however, that this Article shall not affect the liability of a representative with respect to the administration of the Corporation's assets pursuant to Section 5547 of the Act (relating to authority to take and hold trust property).

10.11 Duties; Limitation of Liability.

(a) A Director of this Corporation shall stand in a fiduciary relation to this Corporation, and shall perform the duties of a Director, including the duties of a member of any committee of the Board upon which he or she may serve, in good faith and in a manner believed to be in the best interests of this 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 shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared as presented by any of the following:

(i) One or more officers or employees of this Corporation whom the Director reasonably believes to be reliable and competent in matters presented.

(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 persons.

(iii) A committee of the Board upon which a 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.

(b) A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

(c) In discharging the duties of their respective positions, the Board, committees of the Board and individual Directors may, in considering the best interests of this Corporation, consider the effects of any action upon employees, upon suppliers and customers of this Corporation and upon communities in which offices or other establishments of this Corporation are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 10.11(u) hereof.

(d) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of this Corporation.

(e) A Director of this Corporation shall not be personally liable for monetary damages as such, for any action taken or any failure to take action, unless the Director has breached or failed to perform the duties of office under Section 10.11(g) or the standards set forth in Subchapter B of Chapter 57 of Title 15 of the Act, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(f) The provisions of Section 10.11 hereof, shall not apply to the responsibility or liability of a Director pursuant to any criminal statute; or the liability of a Director for the payment of taxes, pursuant to local, state, or federal law.

(g) An officer of the Corporation shall not be personally liable to the Corporation for monetary damages including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expenses of any nature (including, without limitation, attorneys' fees and disbursements) for any action taken, or any failure to take any action, unless (i) the officer has breached or failed to perform the duties of his or her office under these Bylaws or applicable provisions of law and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

EXCEPTIONS: The provisions of this Section shall not apply to:

- A. The responsibility or liability of an officer pursuant to any criminal statute; or
- B. The liability of an officer for the payment of taxes pursuant to local, state or Federal law.

**ARTICLE XI
RULES AND REGULATIONS**

11.1 Establishment of Procedures. The Board of Directors may establish policies, rules, and regulations which detail procedures for effective adherence to the intent and directives of these Bylaws.

**ARTICLE XII
GENERAL PROVISIONS**

12.1 Construction of Powers. Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any powers or authority granted or permitted to non-profit corporations by the Act.

12.2 Corporate Seal. The Board shall prescribe the form of a suitable corporate seal, which shall contain the full name of the Corporation and the year and state of incorporation.

12.3 Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board.

12.4 Checks. The Board shall establish a policy with respect to the execution of checks or demands for money and notes of the Corporation.

12.5 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the nature of the business to be transacted or the purpose of the meeting need be specified in the waiver, except that a waiver for a special meeting shall specify the general nature of the business to be transacted. Attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting.

12.6 Records. An original or duplicate record of the proceedings of the Directors and other bodies, the books or records of account and the Bylaws, shall be kept at the registered office or principal place of business.

12.7 Disposition of Income and Assets. No part of the income or profits of the Corporation shall be paid, distributed or otherwise inure to the benefit or use of its Directors or officers or other private persons except that the Corporation shall be authorized to pay reimbursement reasonable in amount to its Directors or officers for expenses and to make payments and distributions in furtherance of its general corporate purposes including contributions and donations for charitable purposes. Upon dissolution of the Corporation, the assets of the Corporation shall not be distributed to its Directors or officers or other private persons.

12.8 Communications. No Member shall speak on behalf of the Corporation,

NAMI, or NAMI KeyStone without the express prior written authorization of the Board. Any violation of this prohibition may result in suspension or expulsion of the Member. Members shall use discretion when making public statements about mental health topics, recognizing that all such communications could be construed as representing NAMI's or this Corporation's official position. When making public statements, therefore, all Members shall accept the responsibility that their statements fully conform with the aims and purposes of this Corporation and NAMI, and such Member shall be accountable to the Board accordingly.

12.9 Use of NAMI Logo. The Corporation recognizes that NAMI controls the use of the name, acronym, and logo of NAMI and that such use shall be in accordance with NAMI's policies. Upon termination of the Corporation's affiliation with NAMI: (a) all use of such name, acronym, and logo shall immediately cease; and (b) the Corporation shall change its name to reflect that it is no longer affiliated with NAMI.

12.10 Relationship with other Organizations. The Corporation is and shall remain independent of other organizations not affiliated with NAMI and shall not share Bylaws, Articles of Incorporation, or Boards with such other groups.

ARTICLE XII RESTATEMENT OF EXISTING BYLAWS: AMENDMENTS

13.1 Restatement Effective Date. These Bylaws amend and restate in their entirety and are intended to supersede all previous Bylaws adopted by the Members. These Bylaws shall become effective when approved by the Members.

13.2 Amendment.

(a) The Board of Directors may, by a vote of at least two-thirds of all of the Directors then in office, recommend amendments to these Bylaws or the Articles of Incorporation to the Members. All proposed amendments to these Bylaws shall be consistent with the requirements of NAMI's Bylaws and Standards of Excellence. The Members may propose changes to these Bylaws by submitting such changes in writing to the Board for review and approval. The Board shall return its assessment and approval or rejection of such proposed changes no later than two (2) months after the first regular Board meeting following receipt of the proposed changes.

(b) All amendments to these Bylaws that are proposed by the Board must be approved by a two-thirds (2/3) vote of the Members attending any regular or special meeting duly convened for this purpose. Written notice by regular mail or by email shall be given to each Member entitled to vote on such amendments at least thirty (30) days prior to the meeting at which such amendments shall be considered. Such written notice shall include a copy of the proposed amendment or a summary of the changes to be effected thereby. A copy of the proposed amendments shall also be available for review at the Corporation's office during regular office hours and posted on the Corporation's website.

ARTICLE XIV DISSOLUTION

14.1 Dissolution. If, in the event of the dissolution of the Corporation after requisite approval of the Board and the Members as provided under the Act, there shall be any assets or property remaining after the payment or satisfaction in full of all just claims and demands against the Corporation, or after the retention of monies for such purpose, such assets or property shall be distributed to NAMI Keystone. If NAMI Keystone is no longer existing as an organization exempt from taxation under Section 501(c)(3) of the Code, then the remaining assets shall be distributed to another organization exempt from taxation under Section 501(c)(3) of the Code designated by the Board. In the absence of any such designation, the assets shall be distributed as a Court having jurisdiction in the premises, may decide, to such institution or institutions organized and operated exclusively for charitable, scientific or educational purposes as such are described in the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws, and whose purposes and activities are consonant with or similar to those of this organization. Any distribution of assets or property, however, shall be subject to the statutory provisions relating thereto.

CERTIFICATION

J. Douglas Kirk, the undersigned, being the duly elected Secretary of NAMI Bucks County, PA, a Pennsylvania nonprofit corporation, certify that the foregoing are the Bylaws of the Corporation adopted at a duly noticed and called meeting of the Members on February 26, 2020 in Doylestown, Pennsylvania at which a quorum was present.

Date: 2/20/2020 _____

J. Douglas Kirk
Secretary