

BYLAWS
of the
North Coast Association of Mental Health Professionals
A California Nonprofit Public Benefit Corporation

ARTICLE 1
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Humboldt County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal's office from one location to another within the named county by noting the changed address and effective date, and such changes of address shall not be deemed an amendment of these Bylaws.

SECTION 3. OTHER OFFICES

The corporation may also have other offices, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may designate.

ARTICLE 2
PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be the mutual assistance and education of mental health providers and their patients/clients which includes advocating for and addressing issues that affect patient/client rights throughout the North Coast region of California.

More specifically, this corporation shall assist North Coast mental health providers to:

- (a) Improve and strengthen the overall delivery of mental health services throughout the region, including better service networking among North Coast mental health providers,
- (b) Better educate the membership, patients/clients, and the community at large about services, delivery issues, and receive training in the skills necessary to accomplish these purposes,
- (c) Help patients/clients understand and gain access to the mental health services they choose,
- (d) Empower patients/clients to act in their best interest without punishing consequences, in relations with third-party vendors, insurance companies, employee assistance programs, managed care groups, and government providers,
- (e) Protect and advocate for the respect of client confidentiality and privacy rights in relation to employers, governments, credit analysts, third-party payers, and all intrusive powers,

- (f) Network, learn from, and assist other similar patient/client advocacy groups in California and elsewhere, including the various state and national professional associations,
- (g) Advocate, within the limits of California Nonprofit Public Benefit Corporation law, for just and appropriate legislation that advances these purposes or for litigation, if necessary, when and where these purposes are violated to the harm of our patients/clients.

ARTICLE 3 DIRECTORS

SECTION 1. NUMBER

The corporation shall not have fewer than five and no more than ten regular directors who are Clinical voting members, and the existing Board of Directors reserves the right to limit the Board of Directors to one Associate, Agency, Student, Emeritus and/or Affiliate member, when such members are available and willing to serve. All directors shall be Clinical voting members of the corporation. Collectively they shall be known as the Board of Directors and their numbers may be changed by amendment of the Bylaws, as provided in these Bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws,
- (b) Appoint, remove, employ, discharge and, except as otherwise provided in these Bylaws, prescribe the duties, and fix the compensation, if any, of all officers, agents, and employees of the corporation,
- (c) Meet at such times and places as required by these Bylaws,
- (d) Register their addresses with the Secretary of the corporation. Notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

The corporation shall not have fewer than five nor more than ten directors who are licensed Clinical voting members and no more than one Agency, Student, Emeritus, and/or one Affiliate member. The Student, Emeritus and Affiliate member will represent their membership category in voting.

Each director shall hold office for one year and up to five years or until their successor is elected. When a board member has served five years, they may be re-elected or approved to continue serving on the board if the board deems there is a need for their continued service as a veteran board member. Three offices are elected by the general membership: President-Elect, Treasurer, and Secretary. Other board member positions are approved by the active voting board. A member can serve as many

times as one can be elected under these restrictions. Elections may take place or be confirmed at a General Membership Meeting.

SECTION 5. QUALIFICATION FOR OFFICE

- (a) Each director shall be a Clinical or Associate member of this corporation (as defined in Article 6) – a qualified mental health practitioner of good standing in the North Coast community. “Qualified” means that such member is a licensed mental health provider in California or has pre-licensed intern/associate/assistant status. “Good standing” means that the person is not currently under official judgment for illegal, unethical, or unprofessional conduct, and is current with all membership requirements.
- (b) The existing Board of Directors reserves the right to limit the Board of Directors to one Agency, Student, Emeritus and/or one Affiliate member.
- (c) Upon nomination, they must receive two-thirds of the vote of the Clinical membership present at a general election/membership meeting for election as a director.
- (d) Whenever possible, the Board of Directors shall include at least one psychiatrist, one psychologist, one LCSW, one LMFT, one pre-licensed intern/associate/assistant, one Student, one Affiliate, one Emeritus, one Agency, and one Licensed Clinical member from Del Norte County.

SECTION 6. COMPENSATION

Directors shall serve without compensation, except that they shall be allowed and paid incidental and reasonable expenses related to directors’ duties.

SECTION 7. RESTRICTION REGARDING INTERESTED DIRECTORS

Not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, “interested persons” means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 8. PLACE OF MEETINGS

Meetings shall be held at the usual location unless otherwise provided by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the usual location shall be valid only if held with the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications technology, so long as all directors participating in such meeting can hear one another.

SECTION 9. REGULAR AND ANNUAL MEETINGS

Regular meetings of the Board of Directors shall be held at least four times each fiscal year.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the board, the President, the Past President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the usual location for regular Board meetings.

SECTION 11. NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail, or forty-eight (48) hours' notice delivered personally or by telephone or email. If sent by mail or email, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the email recipient. Such notices shall be addressed to each director at their address as shown in the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting.

The purpose of any Board meeting need not be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present, and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of at least five Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place, or of the business to be transacted at the adjourned meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action

thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

SECTION 14. MAJORITY AND OTHER ACTION AS BOARD ACTION

Every act or decision made by a majority of all directors present, or by at least four Directors at a meeting duly held at which a quorum is present, is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in their absence, the President of the corporation or, in their absence, by the Past President of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that, in their absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action, after written discussion via "e-mail" or other electronic contract. For the purposes of this Section only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Reasons and requirements for removal may include the following:

- (a) The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or been liable in a final judgment for damages for professional negligence, or settling a professional negligence suit for over \$30,000, or had their license revoked or barred from obtaining one, or convicted of a felony, or been expelled from a professional association for unethical conduct,
- (b) or has been absent from a Board of Directors' meeting three times in a row, or 50% of meetings in any one year,
- (c) or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Law,
- (d) If the corporation has less than fifty (50) voting members, a director may be removed without cause by a majority of all members; or, if the corporation has fifty (50) or more voting members, by two thirds vote represented at a membership meeting at which a quorum is present.
- (e) Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.
- (f) Vacancies created by the removal of a director may be filled only by the approval of the members, as outlined in Section 5 of this Article. A person elected to fill a vacancy as provided by this Section and Section 5 shall hold office until the next annual election of the Board of Directors or until their death, resignation, or removal from office.

SECTION 18. NON-LIABILITY OF DIRECTORS

The Directors of the North Coast Association of Mental Health Professionals shall not be personally held liable for the debts, liabilities, or other obligations of the corporation.

SECTION 19. INDEMNIFICATION BY THE CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that they are, or were, an agent of the corporation, or has been, successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against them, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 20. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a President, Secretary, Treasurer, and, when possible, a Past President. The corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers.

Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any Clinical or Associate member may serve as an officer of this corporation. Officers shall be elected by the Board of Directors. Each officer shall hold office until they resign or are removed or are otherwise disqualified to serve, or until their successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors, with approval of the Clinical membership, may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors, with approval of the Clinical membership. In the event of a vacancy in any office, such vacancy may be filled temporarily by appointment by the Board until such time as the membership shall fill the vacancy.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. They shall perform all duties incident to their office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, they shall preside over all meetings of the Board of Directors. Unless specifically delegated to another officer on occasion, the President shall also preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws they shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The President shall serve an additional year as Past President after Presidency (if applicable and when possible).

SECTION 7. DUTIES OF PAST PRESIDENT/PRESIDENT-ELECT

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

SECTION 8. DUTIES OF SECRETARY

Secretary shall: Certify and keep at the principal office of the corporation, or in their possession, the original, or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may

determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in timely and proper order in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.

Exhibit at all reasonable times to any director of the corporation, or to their agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other, or which may be assigned to them from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall work with the accountant and shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer may also direct a member of the staff to make such deposit(s).

Receive, and give receipt for monies due and payable to the corporation from any source whatsoever.

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

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to their agent or attorney, on request thereof.

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

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

Keep at the principal office of the corporation, or in their possession, a membership

record containing the name and address of each and any members, and, in the case where any membership has been terminated, they shall record such fact in the membership book together with the date on which such membership ceased. The Treasurer may also direct a member of the staff to keep said record.

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

SECTION 10. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that they are also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 3, Section 6 of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

ARTICLE 5 COMMITTEES

SECTION 1. COMMITTEES

The corporation shall have committees, including an executive committee, as may from time to time be designated by resolution of the Board of Directors. Membership in such committees will consist of current NCAMHP members, whether or not they are also an executive committee member or a member of another NCAMHP committee. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

SECTION 2. STANDING COMMITTEES AND AD HOC COMMITTEES

- (a) The Board may establish standing committees for ongoing purposes. The current standing committees are the Education Committee, the Website Committee, and the Outreach Committee.
- (b) The Ethics Committee is an Ad Hoc committee, composed of interested Board members. The Ethics Committee works to establish protocols for responding to grievances brought forth by a consumer of mental health services about a member of NCAMHP; and to assist all parties involved to a satisfactory resolution. Formal complaints are dealt with by the governing associations, such as bop.org or bbs.com, or others; not by NCAMHP. This information is posted on the NCAMHP website for the benefit of NCAMHP members.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6 MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have six classes of members-Licensed Clinical, Associate, Agency, Affiliate, Student and Emeritus. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all memberships in each designated class shall have the same rights, privileges, restrictions, and conditions. Each Licensed Clinical and Associate member shall have one vote. Affiliate, Student and Emeritus members shall have the same rights and obligations as Licensed Clinical and Associate members, except that they shall not have the right to vote and will not be listed in the online directory or the Redbook and Student members may not be on the listserv. Agency membership will be listed singly on the online directory and in the Redbook directory, including 5 memberships with one designated voting member. All members shall pay dues in accordance with the dues schedule of the Association and shall abide by the Bylaws and the ethical standards of their professional discipline.

SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in this corporation are as follows:

(a)**LICENSED CLINICAL MEMBERS:** shall be a qualified mental health practitioner of good standing in the North Coast community of California. "Qualified" means that such person holds a current license in California. This includes psychiatrists, psychologists, licensed clinical social workers, licensed marriage and family therapists, licensed professional clinical counselors and licensed school psychologists.

"Good standing" means that the person is not currently under final judgment for illegal, unethical, or unprofessional conduct or whose Clinical member in good standing status has not been placed on hold by the Board of Directors.

A professional under sanction, but allowed restricted practice by their state board, MAY appeal to the Board of Directors. Membership in this situation shall be allowed if, after a full hearing of the facts and issues affecting this corporation, the applicant is recommended for membership by a two-thirds vote of the Board and is approved in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board.

A Licensed Clinical member has the right to their own profile in the online directory and in the Redbook. They can access the listserv without supervision.

(b)**ASSOCIATE MEMBERS:** Members who have graduated with a master's degree or doctorate degree in psychology related fields and are pursuing licensure including MFT associate, ASW, or Registered Psychologist. Associate members must list their supervisor in their application, profile, and on the listserv. They do have their own profile in the directory and in the Redbook.

(c)AGENCY MEMBERS: An Agency membership includes agencies providing mental or behavioral health services. An Agency membership includes the opportunity to receive a listing in the corporation's directory and to have up to five designated non-voting members who may participate in the activities of the corporation as described in Section 2 (b) of these bylaws. Agency membership will be listed singly on the website and in our online and print directories and includes five memberships with one designated voting person. These 5 members will not have their own online profiles, or be listed singly in the Redbook, but each may access the listserv as a member of their agency.

(d)AFFILIATE MEMBER: Members may be health professionals with an interest in and appreciation for the mental health needs of their patients/clients/consumers and have an interest in supporting the association. Members may also have an interest in psychology such as, but not limited to, certified para-professionals, masters level professionals not pursuing licensure, members of allied professions, non-licensed professionals, high school teachers of psychology, staff members of licensed professionals, or members of the general public with an interest in the mental health field (i.e. chiropractors, occupational/physical therapists, nurses, other doctors, physician assistants, bachelor's level counselors). An interested Affiliate member will need to bring a written recommendation for Affiliate membership from a Licensed Clinical Member or Associate Member. Affiliate members do not have access to an online profile or Redbook. They must list their supervisor/mentor when they post on the listserv.

(e)STUDENT MEMBERSHIP: Student members who are enrolled in graduate, undergraduate, or high school are eligible to attend the General Meetings and receive discounts for trainings. Student members do not have access to an online profile, Redbook, or the listserv.

(f)EMERITUS MEMBERS: An Emeritus membership is offered to members in good standing who are retired from practice and who were licensed or credentialed prior to retirement. Emeritus membership may be available at a reduced yearly membership fee if approved by the Board of Directors. Emeritus members have access to a limited profile in the online directory and the Redbook. They may access the listserv.

SECTION 3. ADMISSION OF MEMBERS

After application review by the Board of Directors, or their employees, applicants shall be admitted to membership by making written application via the NCAMHP membership form and by paying the first year's dues.

SECTION 4. FEES, DUES AND ASSESSMENTS

(a) Membership annual dues may change according to NCAMHP budgetary needs. These membership dues will be reviewed and discussed by the Board on a biennial basis (every other year) and the application form updated pursuant to findings.

(b) Memberships shall be non-assessable.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

SECTION 6. MEMBERSHIP RECORD

The corporation shall keep a membership record book and database, containing the name and address of each member. Termination of the membership of any member shall be recorded in the book and database, together with the date of termination of such membership. Such a book shall be kept at the corporation's principal office or in the possession of the Treasurer or staff member and shall be available for inspection by any director or member of the corporation during regular business hours.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 7. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

SECTION 9. TERMINATION OF MEMBERSHIP

(a) Grounds for Termination. The membership of a member may terminate upon the occurrence of any of the following events:

- (1) Upon the member's notice of such termination, delivered to the President or Secretary of the corporation or their staff; either in person, via mail or email, said membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- (2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. This includes, but is not limited to, a member who has been judged guilty by a court for professional negligence; or who has settled a professional negligence suit for over \$30,00; or who has had their license revoked or been barred from obtaining one; or convicted of a felony; or been expelled from a professional association for unethical conduct.
- (3) Upon a failure to renew their membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Treasurer of the corporation or their staff. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30)-day period following the member's receipt of the written notification of delinquency.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a) (2) of this section, the following procedure shall be implemented:

- (1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least thirty (30) days before the proposed effective date of the expulsion.
- (2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a closed meeting to be held not less than five (5) days before the effective date of the proposed expulsion. This meeting will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of their proposed expulsion shall state the date, time, and place of this meeting regarding their proposed expulsion.
- (3) Following this meeting, the Board of Directors shall decide whether the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.
- (4) Any person expelled from the corporation shall receive a refund of dues already paid. The refund shall be pro-rated to return only the unaccrued balance remaining for the period of the dues payment.

SECTION 10. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

SECTION 11. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be affected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 7 MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the corporation or at such other place(s) within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

The members shall meet at least twice annually including Spring and a Fall/Winter meeting for the purpose of electing/approving directors and transacting other business as may come before the meeting. Each voting member shall cast one vote, with voting being by ballot, only when there are more nominees than open positions. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

(a) Persons Who May Call Special Meetings of Members. Special meetings of the members shall be called by the Board of Directors, the Chairperson of the Board, or the President of the corporation. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

SECTION 4. NOTICE OF MEETINGS

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

(b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written or electronic communication.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by email to the Chairperson of the Board, President, Past President, or Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons

entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (D) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(e) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the Notice of meeting or in any written waiver of notice:

1. Removal of directors without cause.
2. Filling of vacancies on the Board by members.
3. Amending the Articles of Incorporation; and
4. An election to voluntarily wind up and dissolve the corporation.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of whoever is present of the voting members of the corporation. Notwithstanding any other provision of this Article, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person or by proxy, then action may be taken only on agenda items that were approved at the previous regularly scheduled Board meeting.

SECTION 6. MAJORITY AND OTHER ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting is the act of the members. However, if less than half but more than one-third of the voting power of the association is present in person or by proxy, then two-thirds vote is required for an act of the members.

SECTION 7. VOTING RIGHTS

Each Clinical member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. The election of Directors, however, shall be by ballot when there are more nominees than open positions.

SECTION 8. PROXY VOTING

Members entitled to vote shall be permitted to vote or act by proxy. Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by their duly authorized agent and filed with the Secretary of the corporation, provided, however, that no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. In any case, however, the maximum term of any proxy shall be three (3) years from the date of its execution.

No proxy shall be irrevocable and may be revoked following the procedures given in Section 5613 of the California Nonprofit Public Benefit Corporation Law. All proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of directors, shall list those persons who were nominees

at the time the notice of the vote for election of directors was given to the members. In any election of directors, any proxy which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director.

Proxies shall afford an opportunity for the member to specify a choice between approval and disapproval for each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the Chairperson of the Board, or, if there is no Chairperson, by the President of the corporation or, in their absence, by the Past President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person or by proxy. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in their absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this Article. All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted. Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that

the authority to vote for the election of directors is withheld, they shall not be counted as votes either for or against the election of a director. A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

SECTION 11. REASONABLE NOMINATION AND ELECTION PROCEDURES

This corporation shall make available to members reasonable nomination election procedures with respect to the election of directors by members. Such procedures shall be reasonable given the nature, size and operations of the corporation, and shall include:

- (a) A reasonable means of nominating persons for election as Directors.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all members to choose among the nominees.

Upon the written request by any nominee for election to the Board and the payment with such request of the reasonable costs of mailing (including postage), the corporation shall, within ten (10) business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the corporation within five (5) business days after the request allows the nominee, at the corporation's option, the right to do either of the following:

1. Inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or
2. Obtain from the Secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand.

The demand shall state the purpose for which the list is requested, and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

If the corporation distributes any written election material soliciting votes for any nominee for director at the corporation's expense, it shall make available, at the corporation's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election. Generally, any person who is qualified to be elected to the Board of Director shall be nominated at the annual meeting of members held for the purpose of electing directors by any member present at the meeting in person or by proxy. However, if the corporation has five

hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5221 of the California Nonprofit Public Benefit Corporation Law may be used to nominate persons for election to the Board of Directors.

SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

SECTION 13. RECORD DATE FOR MEETINGS

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 8
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

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

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation, over \$1500.00 shall be signed by the Treasurer and another Director. The designated Director must be an approved signee by Coast Central Credit Union (or other designated financial institution).

SECTION 3. DEPOSITS

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

SECTION 4. GIFTS

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

ARTICLE 9
CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the board and all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. MEMBERS' INSPECTION RIGHTS

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's non-commercial interest as a member:

- (a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

The membership list and Directory shall be available to the members to copy and use only for non-commercial purposes.

SECTION 6. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This corporation shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- (a) Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:
 - (1) Any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or
 - (2) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000). Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e) (2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated. If this corporation provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

ARTICLE 10 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on January 1 and end on December 31 in each year.

ARTICLE 11 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any portion of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Clinical members of this corporation.

ARTICLE 12
AMENDMENT OF ARTICLES

SECTION 1. AMENDMENTS OF ARTICLES AFTER ADMISSION OF MEMBERS

After members have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

SECTION 2. CERTAIN AMENDMENTS

Notwithstanding the above sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 13
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons elected to the Board of Directors. The foregoing Bylaws, consisting of 25 pages, were approved as amended, by the Board of Directors and the general membership of NCAMHP on:

Dated: June 18, 2023

- _____ (Director)
- _____ (Director)
- _____ (Director)
- _____ (Director)
- _____ (Director)
- _____ (Director)
- _____ (Director)
- _____ (Director)

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: _____

_____(Secretary)