

INDEPENDENT AUDITORS' REPORT

Board of Directors
NAMI San Antonio
San Antonio, Texas

We have audited the accompanying statement of financial position of NAMI San Antonio, an affiliate of National Alliance on Mental Illness, (a nonprofit organization) as of December 31, 2008, and the related statements of activities, functional expenses and cash flows for the year then ended. These financial statements are the responsibility of NAMI San Antonio's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of NAMI San Antonio as of December 31, 2008, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

C. C. Garcia & Co., P.C.

March 14, 2009

AMENDED AND RESTATED BYLAWS OF NAMI - SAN ANTONIO

EFFECTIVE OCTOBER 2006

(Originally adopted in 1984 and thereafter amended.)

ARTICLE I. OFFICES

Section 1.01 Registered Agent & Office

The National Alliance on Mental Illness, also known as NAMI – San Antonio or NAMI SA, a non-profit corporation, hereinafter referred to as the “*Corporation*”, shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act (“TNPCA”). The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas. The identity of the registered agent and address of the registered office may be changed from time to time by the Board of Directors in compliance with TNPCA.

Section 1.02 Principle Office

The principle office of the Corporation in the State of Texas shall be located in the city of San Antonio and/or County of Bexar. NAMI-SA may have such other offices, either within or without the State of Texas, as the Board of Directors (“*Board*”) may determine or as the affairs of the Corporation may require from time to time.

ARTICLE II. MEMBERS

Section 2.1 Eligibility

The Corporation shall have one class of members required to endorse the mission of NAMI, NAMI Texas, NAMI – San Antonio and pays dues in the amount and manner established by the Board.

Section 2.2 Privileges.

As long as the member’s dues are current, or the member is exempt from paying dues or the full amount at the discretion of the Board due to income or economic necessity, and is listed in the current membership roles, each such member in attendance, or by some other manner as provided in these Rules, shall be entitled to one vote on each matter submitted to a vote of the membership.

Section 2.3 Definition

All further references to “member” herein denote a member in good standing with dues that are current. A membership may be one individual, or a family of individuals living in one household counted as one membership, for the purpose of paying dues and entitlement to one vote.

Section 2.4 Responsibilities

Members shall establish official membership in only one affiliate; shall nominate and elect members of the Board of Directors for the Corporation; and shall adopt and amend the Bylaws of the Corporation.

Section 2.5 Termination

A membership shall terminate upon resignation, any event that renders the member ineligible for membership, and based on the good faith determination made by the Board, or a committee or person authorized by the Board to make a determination that the member has engaged in conduct materially and seriously prejudicial to the Corporation’s purposes and interests.

ARTICLE III. MEETINGS OF MEMBERS

Section 3.01 Annual Meeting

An annual meeting of the members shall be held in October in each year beginning with calendar year 2006, or at such other date as the Board may hereafter specify, for the purpose of electing Directors and for the transaction of other business. If the election of Directors shall not be held as designated herein, the Board shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

Section 3.02 Special Meetings

Special meetings of the members may be called by the President, a quorum of the Board, or not less than one-tenth of members eligible to vote.

Section 3.03 Location

The Board shall designate an accessible place in Bexar County for an annual meeting, or any special meeting called under the provisions of the above sections.

Section 3.04 Majority Action

If a majority of the membership eligible to vote meet at any time and place, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and any corporate action may be taken that is in compliance with Section 3 and related amendments.

Section 3.05 Notice

Any meetings requiring notice to members shall state the place, day, and hour of any meeting and shall be delivered to each member entitled to vote. Delivery of such notice shall be complete if the notice is placed in the mail with proper postage not less than ten days or not more than thirty calendar days before the meeting date and addressed to members' last known addresses as listed in the Corporation's current membership roles. Delivery of notice may also be accomplished by other current delivery means and technologies under the above time constraints. Any notice returned because of a failure of the member to update their address, shall be deemed to have been duly given.

In case of a special meeting, or when required by statute or these bylaws, the purpose or purposes for which the meeting is called, or the items of business to be considered, shall be stated in the notice. Notice of the meeting can be incorporated within the Corporation's newsletter. The attendance by any member at any such meeting shall constitute a waiver of notice of such meeting, unless such attendance is to object to the manner in which the meeting was called.

Section 3.06 Manner of Voting

Voting may be by voice or by written ballot. The majority vote compiled from eligible voting members shall decide each matter submitted to a vote.

Section 3.07 Written Ballot.

Other than ballots distributed at a meeting, the Corporation shall distribute one written ballot to each member entitled to vote by incorporating such ballot in the means of notice as required in this section. Such executed ballot must be received at the then current street address of the principle office of the Corporation before the subject meeting or date for which the vote was called, or may be hand delivered at the noticed meeting. A person holding a membership in good standing at the close of business on the date of mailing or transmission of the required notice with ballot shall be a member of record.

Section 3.08 Proxies

Each voting member entitled to vote shall have the right to do so if the member's name and signature is placed on the proxy, the decision on each matter is stated, and the proxy is filed with the Board's Secretary at the Corporation's principle office before the subject meeting or date for which the vote was called, or may be hand delivered at the noticed meeting. The proxy will expire eleven (11) months from the date of the proxy unless revoked in writing by the member, or upon that person's personal attendance and voting at the meeting, or upon notice of death of the maker of the proxy.

**ARTICLE IV.
BOARD OF DIRECTORS**

Section 4.01 General Powers

The affairs of the Corporation shall be managed by a Board of Directors, all of whom must be members of the Corporation.

Section 4.02 Number & Term

The number of Directors shall be nine (9). Each Director shall serve a one (1) year term and may serve more than one (1) term. Each Director shall hold office until their successor has been elected and assumed their duties.

Section 4.03 Annual & Regular Meetings

A regular annual meeting of the Board shall be held after the annual meeting of the members without other notice than this bylaw. The Board shall select the time and place of the meeting. The Board may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4.04 Special Meetings

Special meetings of the Board may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any reasonable place in Bexar County, Texas as the place for holding any special meetings of the Board called by them.

Section 4.05 Notice

Notice of any special meeting of the Board shall be given each Director at least two days previously thereto by either written notice delivered personal, mail, telegram, facsimile, Email, or other electronic means at Corporation's record of their address or electronic contact. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with proper postage. Delivery of notice may also be accomplished by other current delivery means and technologies under the above time constraints. Any notice returned because of a failure of the Director to update their address or electronic contact, shall be deemed to have been duly given. Any Director may waive notice of any meeting, and attendance of a Director at any meeting shall constitute waiver of notice of such meeting, unless such attendance is to object to the manner in which the meeting was called.

Section 4.06 Quorum & Voting

A majority of the Directors then serving, and at a Board meeting, shall constitute a quorum for the transaction of business. The affirmation of a majority of those present at such meeting shall decide all questions requiring a vote. If less than a quorum is present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 4.07 Vacancies

Any vacancy due to death, resignation or removal of any Director may be filled by a majority vote of the Board at a meeting before the annual meeting. An increase in the number in the Board shall be filled at the next regular or special meeting of the membership falling due after the mandatory notice period in these bylaws. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

Section 4.08 Fees & Compensation

Directors shall not be paid for their services.

Section 4.09 Action without a Meeting

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if the action so taken is recorded in the minutes at the next Directors' business meeting.

Section 4.10 Advisory Directors

The Directors of the Board may elect Advisory Directors for renewable two year terms. Though they will not be counted toward the existing positions for the Board, they shall receive notice, may attend and participate in Board meetings, but shall not vote or be counted for quorum purposes.

ARTICLE V. OFFICERS

Section 5.01 Positions

The officers of the Corporation shall be a President, one or more Vice Presidents, and the number thereof to be determined by the membership, a Secretary, and a Treasurer.

Section 5.02 Vote

Each officer so elected by the membership shall also serve as a Director of the Corporation, and shall be entitled to a vote, other than by proxy, on the Board.

Section 5.03 Elected

The officer shall be elected by the membership at its annual meeting. Each officer shall hold office until their successor shall have been duly elected, shall have qualified and assumed the duties.

Section 5.04 Assistants

Should the Board deem it desirable, they may elect or appoint assistants, including one or more assistant vice-presidents, assistant secretaries, and assistant treasurers, to have authority and perform the duties as prescribed, by the Board. Such assistant officers shall not be entitled to a vote on the Board.

Section 5.05 Offices

Any two or more offices may be held by the same person upon a quorum vote of the Board.

Section 5.06 President

The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board. The President may sign with the Secretary or any other proper officer authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board authorized to be executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 5.07 Vice President

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or, in the event there be more than one Vice President, the Vice Presidents in order of their rank) shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions of the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or Board.

Section 5.08 Treasure

If required by the Board of Directors, the Treasurer, or any Assistant Treasure, shall give a bond for the faithful discharge of the Treasure's duties in such sum and with such surety or sureties as the Board shall determine. The Treasure shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected; and in general shall perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to the Treasure by the President or Board.

Section 5.09 Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; maintain or delegate the maintenance of the membership rolls, and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board.

**ARTICLE VI
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 6.01 Authorization & Removal

The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers as authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to special instances. Likewise, no member may act on behalf of Corporation in executing contracts, agreements, or any instrument without the authority and approval of the Board. Any person in violation of this provision is subject to removal from the membership rolls by action of the Board.

Section 6.02 Signatories

All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board.

Section 6.03 Deposits

All funds of the Corporation shall be deposited to the credit of Corporation in such depository as determined by resolution of the Board.

Section 6.04 Contributions & Gifts

The Board may accept on behalf of Corporation any contribution, gift, bequest or devise for general purposes or for any special purpose of this Corporation, and may receipt therefore.

**ARTICLE VII
BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or their agent or attorney for any proper purpose at any reasonable time.

**ARTICLE VIII
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end December 31 of each calendar year.

**ARTICLE IX
DUES**

Section 9.01 Amount

Annual dues shall be determined from time to time by a majority of a quorum of the Board.

Section 9.02 Non Payment

When any member shall be in default in the payment of dues for a period of six (6) months from the period for which such dues become payable, they shall lose their voting privileges until their membership dues have been paid for the period during which they seek to cast their vote.

Section 9.03 Reduction & Waiver

The Board may waive or reduce membership dues for any person or persons seeking membership upon a showing that the payment of such dues will constitute undue hardship upon the prospective member or members.

**ARTICLE X
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, the Articles of Incorporation or any bylaws of this Corporation, a signed waiver, the submission of their written ballot, or proxy by the person entitled to such notice shall be deemed equivalent to the giving of such notice. The attendance by any member at any such meeting shall constitute a waiver of notice of such meeting, unless such attendance is to object to the manner in which the meeting was called.

**ARTICLE XI
AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended, repealed or restated and new bylaws may be adopted at any annual meeting of the membership or at any special meeting called for that purpose, provided that due and timely notice of the intent is given as required by the provisions of these bylaws.

**ARTICLE XII
ROBERT'S RULES OF ORDER**

The business of this Corporation shall be conducted according to Robert's Rules of Order except in those instances in which the charter or bylaws of this Corporation specifically provide otherwise.

--End of amended and restated bylaws as of October 2006 --

AMENDMENTS TO BYLAWS

AMENDMENT NO. 1

(Adopted by the membership at the annual meeting of June 15, 1990,
and amended in August of 1994)

Article IV, section .02 shall be amended to read:

The number of Directors shall be eight (8). Each Director shall serve a two year term with minimum of two Board members rotating off every two years. No one shall serve more than two consecutive terms. Each Director shall hold office until their successor shall have been elected and assumed their duties.

(The sentence "No one shall serve more than two consecutive terms," was deleted in 1994. See Amendment 5.)

AMENDMENT NO. 2

(Adopted by the membership at the annual meeting of June 15, 1990)

Article IV, Section .10 shall be added to read:

Directors shall be a family member of a person with mental illness or shall have experienced such an illness themselves.

(See Amendment No. 7 below. One position may now be filled by someone who does NOT have a mental illness or have a family member with a mental illness.

AMENDMENT NO. 3

(Adopted by the membership at the annual meeting of June 15, 1990,
and subsequently amended)

Amend Article V, Section .03, to read:

The officers shall be elected by the membership at its annual meeting. President and Vice President shall serve a one-year term unless re-elected the following year. Treasurer and Secretary shall serve two-year terms. No one shall serve more than two consecutive terms without rotating out of office for one year. Each officer shall hold office until their successor shall have been duly elected and shall have qualified.

(Amended in 1994 to delete term limits.)

AMENDMENT NO. 4

(Adopted by the membership at the annual meeting of June 23, 1990)

Article V shall have an added Section .11 to read:

.11 Officers shall be a family member of a person with mental illness or shall have experienced such an illness themselves.

(See Amendment No.7 below. One position now allowed to be filled by someone NOT a family member or consumer.)

AMENDMENT NO. 5

(Adopted at the annual membership meeting of August 10, 1994, an adjournment of the duly called annual meeting of June 1994)

Article IV, Sec. 02, delete the phrase:

“No one shall serve more than two consecutive terms.” (The effect is to return to the original wording.)

AMENDMENT NO. 6

(Adopted at the annual meeting of June 10, 1998)

Article IV, Sec. 02, the words **“their”** shall be inserted so that the complete sentence reads:

“Each Director shall hold office until **their** successor shall have been elected and assumed **their** duties.”

AMENDMENT NO. 7

(Adopted at the annual membership meeting of June 1, 1998)

“Directors, including all officers, shall, with the option of one position, be a family member of a person with mental illness, or shall have experienced such an illness themselves.”

AMENDMENT NO. 8

The title of the bylaws of the San Antonio Alliance for the Mentally Ill, Inc., shall be amended to read: “Bylaws of NAMI-San Antonio.”

AMENDMENT NO. 9

(Adopted at the annual meeting of June 9, 1999)

The first sentence of Article III, Section .01 shall be deleted in its entirety and the following language inserted in its place:

An annual meeting of the members shall be held on the second Tuesday of October, or such other date as the Board of Directors may specify, for the purpose of electing Directors, who shall serve from January 1 to December 31 of the following year, and for the transaction of other business.

(The remainder of the original paragraph continues in place.)

AMENDMENT NO. 10
(Adopted at the annual meeting of June 9, 1999)

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

AMENDMENT NO. 11
(Adopted June 10, 1998)

Article IV, Section 2, shall be amended to read:

The number of Directors shall be at least nine (9). Each Director shall serve a one (1) year term, and Directors may serve more than one (1) term. Each Director shall hold office until their successor shall have been elected and assumed their duties.

AMENDMENT NO. 12
(Adopted _____)

Article I, shall be amended to read:

NAMI – San Antonio, or Corporation, a non-profit corporation, hereinafter referred to as the “Corporation”, shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act (“TNPCA”). The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas. **The identity of the registered agent and address of the registered office may be changed from time to time by the Board of Directors in compliance with TNPCA.**

The principle office of NAMI-SA in the State of Texas shall be located in the city of San Antonio and/or County of Bexar. The NAMI-SA may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

(This paragraph was amended [designated in bold] to also allow for the change of the registered agent as long as the actions are in compliance with TNPCA. This amendment also added the second paragraph to Article I to designate the principle office be located in Bexar County.)

AMENDMENT NO. 13
(Adopted _____)

Article II, shall be amended to read:

2.1 The Corporation shall have one class of members **required to endorse the mission of NAMI, NAMI Texas, NAMI – San Antonio and pays dues in the amount and manner established by the Board of Directors (“Board”) of NAMI - San Antonio (“Corporation”).**

2.2 **As long as the member’s dues are current, or the member is exempt from paying dues or the full amount at the discretion of the Board due to income or economic necessity, and is listed in the current membership roles, each such member in attendance, or by some other manner as provided in these Rules, shall be entitled to one vote on each matter submitted to a vote of the membership.**

2.3 **All further references to “member” herein denote a member in good standing with dues that are current. A membership may be one individual, or a family of individuals living in one household counted as one membership, for the purpose of paying dues and entitlement to one vote.**

2.4 **Members shall establish official membership in only one affiliate; shall nominate and elect members of the Board of Directors for Corporation; and shall adopt and amend the Bylaws of Corporation.**

2.5 **A membership shall terminate upon resignation, any event that renders the member ineligible for membership, and based on the good faith determination made by the Board , or a committee or person authorized by the Board to make a determination that the member has engaged in conduct materially and seriously prejudicial to the Corporation’s purposes and interests.**

(The changes defined what members are eligible to vote, require their attendance, define their duties, and provisions for termination.)

AMENDMENT NO. 14
(Adopted _____)

Article III, shall be amended to read:

.01 *In the first sentence, delete “**on the second Tuesday of**”; add “**in**”; delete “**, at the hour of 7:00 o’clock p.m.,**”; and after “**other date**” add “**, other than a holiday,**”. Delete the second sentence. In the last sentence, delete “**...on the day...**” and substitute “**as designated herein**”.*

.02 Special meetings of the members may be called by the President, a **quorum** of the Board of Directors, or not less than one-tenth of members **eligible to vote**.

(This change, (.02,) requires the added conditions that a quorum of the Board or one-tenth of members eligible to vote may call a special meeting.)

.03 The Board of Directors **shall** designate **an accessible** place in Bexar County for an annual meeting, or any special meeting called **under the provisions of the above sections.**

(Change under (.03) requires the Board designate an accessible location.)

.04 If **a majority of the membership eligible to vote** meets at any time and place, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and any corporate action may be taken **that is in compliance with Section 3 and related amendments.**

(These changes under “. 04” reduce the number of members required to meet without call or notice, but require any corporate action to be in compliance with the referenced section.)

.05 **Any meetings requiring notice to members shall state** the place, day, and hour of any meeting **and** shall be delivered to each member entitled to vote. **Delivery of such notice shall be complete if the notice is placed in the mail with proper postage** not less than ten days or **not** more than thirty calendar days before the **meeting date and addressed to members’ last known addresses as listed in Corporation’s current membership roles. Delivery of notice may also be accomplished by other current delivery means and technologies under the above time constraints. Any notice returned because of a failure of the member to update their address, shall be deemed to have been duly given.** In case of a special meeting, or when required by statute or these bylaws, the purpose or purposes for which the meeting is called, or the items of business to be considered, shall be stated in the notice. **Notice of the meeting can be incorporated within Corporation’s newsletter. The attendance by any member at any such meeting shall constitute a waiver of notice of such meeting, unless such attendance is to object to the manner in which the meeting was called.**

(The above changes clarify the procedures for effecting notice of such meetings.)

.06 **Voting may be by voice or by written ballot. The majority vote compiled from eligible voting members shall decide each matter submitted to a vote.**

(This is a major change and complete rewrite required by a lack of participation of a great majority of our membership. Without this or other suggested effective change, any current voting does not appear to be able to be accomplished what the current bylaws require, as follows: “Members holding one-third of the votes which may be cast at any meeting shall constitute a quorum at such meeting.”)

.07 **Other than ballots distributed at a meeting, Corporation shall distribute one written ballot to each member entitled to vote by incorporating such ballot in the means of notice as required in this section. Such executed ballot must be received at the then current street address of the principle office of Corporation before the subject meeting or date for which the vote was called, or may be hand**

delivered at the noticed meeting A person holding a membership in good standing at the close of business on the date of mailing or transmission of the required notice with ballot shall be a member of record.

.08 Each voting member entitled to vote shall have the right to do so if the member's name and signature is placed on the proxy, the decision on each matter is stated, and the proxy is filed with the Board's Secretary at NANI SA's principle office before the subject meeting or date for which the vote was called, or may be hand delivered at the noticed meeting. The proxy will expire eleven (11) months from the date of the proxy unless revoked in writing by the member, or upon that person's personal attendance and voting at the meeting, or upon notice of death of the maker of the proxy.

AMENDMENT NO. 15
(Adopted _____)

Article IV, shall be amended to read:

.02 **The number of Directors shall be nine (9). Each Director shall serve a one (1) year term and may serve more than one (1) term. Each Director shall hold office until their successor has been elected and assumed their duties.** *[This section was previously amended by Number 11 to increase the number to nine (9) and deleted term limits. It is now proposed we increase the number of Directors to eleven (11).]*

OR IN THE ALTERNATIVE

.02 **The number of directors, excluding Advisory Directors, shall be nine (9). Commencing with the new members elected in 2007 and ending with election year 2009, the newly elected members will serve staggered terms to be determined by lot or by mutual agreement among the newly elected members. For these three (3) subject years, one-third (1/3) of the available and/or vacant positions will be elected for a three (3) year term; one-third (1/3) for two (2) years; and one-third (1/3) for one (1) year. Other than the exceptions in these three (3) staggered years, all members thereafter will be elected to three (3) year terms, not to exceed two (2) consecutive terms. Each Director shall hold office until their successor has been elected and assumed their duties.**

.03 A regular annual meeting of the Board of Directors shall be held **after the annual meeting of the members without other notice than this bylaw. The Board of Directors shall select the time and place of the meeting.** The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

.04 Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any **reasonable** place in Bexar County, Texas as the place for holding any special meetings of the Board called by them.

.05 Notice of any special meeting of the Board shall be given each Director at least two days previously thereto by either written notice delivered personal, mail, telegram, **facsimile, Email, or other electronic means at Corporation's record of their address or electronic contact.** If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with proper postage. **Delivery of notice may also be accomplished by other current delivery means and technologies under the above time constraints. Any notice returned because of a failure of the Director to update their address or electronic contact, shall be deemed to have been duly given.** Any Director may waive notice of any meeting, and attendance of a Director at any meeting shall constitute waiver of notice of such meeting, **unless such attendance is to object to the manner in which the meeting was called.**

.06 A majority of the **Directors then serving, and at a Board meeting,** shall constitute a quorum for the transaction of business. **The affirmation of a majority of those present at such meeting shall decide all questions requiring a vote.** If less than a quorum is present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

.07 Any vacancy **due to death, resignation or removal of any Director may be filled by a majority vote of the Board at a meeting before the annual meeting.** An increase in the number of Directors shall be filled at the next regular or special meeting of the membership falling due after the mandatory notice period **in these bylaws.** A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

.08 Directors shall not be paid for their services.

.09 Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if the action so taken **is recorded at the next Directors' business meeting.**

.10 Delete **"Directors, including all officers, shall, with the option of one position, be a family member of a person with mental illness, or shall have experienced such an illness themselves."**

(Section .10 was added by amendment in 1994 and local bylaws thereby made to comport with national requirements as they existed at that time. See Amendments No. 2 and 7.)

Add **"The Directors of the Board may elect Advisory Directors for renewable two year terms. Though they will not be counted toward the existing positions for the Board of Directors, they shall receive notice, may attend and participate in Board meetings, but shall not vote or be counted for quorum purposes."**

(The addition of advisory positions consisting of outstanding and influential private and business members of our community will assist the attainment of the goals and the fulfillment of the purpose of the Corporation.)

AMENDMENT NO. 16
(Adopted _____)

Article V, shall be amended to read:

.02 add: “..., **other than by proxy...**”

.03 The officer shall be elected by the membership at its annual meeting. Each officer shall hold office until their successor shall have been duly elected, shall have qualified **and assumed the duties**.

(This section amended in 1990 to provide for tem limit, which amendment was deleted in 1994 to restore the original meaning. See Amendments 2 and 5 above.)

.05 Any two or more offices may be held by the same person **upon a quorum vote of the Board**.

.06 The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. **The President** shall preside at all meetings of the members and of the Board of Directors. **The President** may sign with the Secretary or any other proper officer authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board authorized to be executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

.07 In the absence of the President or in the event of **the President’s** inability or refusal to act, the Vice President (or, in the event there be more than one Vice President, the Vice Presidents in order of their rank) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions of the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or Board.

.08 If required by the Board, the Treasurer, **or any Assistant Treasure**, shall give a bond for the faithful discharge of **Treasure’s** duties in such sum and with such surety or sureties as the Board shall determine. **The Treasure** shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected; and in general shall perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to the **Treasure** by the President or Board.

.09 The Secretary shall keep the minutes of the meetings of the members and of the Board in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; **maintain or delegate the maintenance of the membership rolls**, and, in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to **the Treasure** by the President or the Board.

Delete “.10” as it is incorporated in “.08”.

Delete “.11” as no longer appropriate.

AMENDMENT NO. 17
(Adopted _____)

Article VII, shall be **renumbered to VI** and amended to read:

- .01 The Board of Directors may authorize any officer or officers, agent or agents of Corporation, in addition to the officers as authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to special instances. **Likewise, no member may act on behalf of Corporation in executing contracts, agreements, or any instrument without the authority and approval of the Board. Any person in violation of this provision is subject to removal from the membership rolls by action of the Board.**
- .03 All funds of the Corporation shall be deposited (**Delete** “in the Jefferson State Bank”) to the credit of the Corporation (**Delete** “, or”) in such depository as determined by resolution of the Board of Directors.

AMENDMENT NO. 18
(Adopted _____)

Article IX, shall be amended to read:

- .01 Annual dues [**Delete:** “(shall correspond with the dues of NAMI-Texas)” **as I am unable to find any such related amendment**] shall be determined from time to time by **a majority of a quorum of the Board of Directors.** (**Deleting:** “by the general vote of the membership upon ten days’ notice as provided by these bylaws.”)
- .02 Delete, “...**beginning of the fiscal year or...**”
- .03 The Board of Directors may waive **or reduce** membership dues for any person or persons seeking membership upon a showing that the payment of such dues will constitute undue hardship upon the prospective member or members.

AMENDMENT NO. 19
(Adopted _____)

Article X, shall be amended to read:

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, the Articles of Incorporation or any bylaws of this Corporation, a **signed waiver, the submission of their written ballot, or proxy** by the person entitled to such notice shall be deemed equivalent to the giving of such notice. **The attendance by any member at any such meeting shall constitute a waiver of notice of such meeting, unless such attendance is to object to the manner in which the meeting was called.**

AMENDMENT NO. 20

(Adopted _____)

Article XI, shall be amended to read:

Add “**...or restated...**” and delete “**...to amend such bylaws...**”

--End of amendments--