

**AMENDED AND RESTATED
BYLAWS
OF
NAMI CONNECTICUT, INC.**

Adopted June 16, 2016

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**BYLAWS
OF
NAMI CONNECTICUT, INC.**

**ARTICLE I
*General***

NAMI Connecticut, Inc. (the “Corporation”) is a nonstock and not-for-profit corporation operating under Connecticut law and chartered by the National Alliance on Mental Illness, Inc. (“NAMI”). The Corporation is dedicated to the improvement of the quality of life of those whose lives are affected by mental illnesses. The Corporation shall accomplish this mission by advocating for and offering services that promote effective treatment, resiliency, overall wellness and support. These bylaws are intended to supplement and implement applicable provisions of law and of the certificate of incorporation of the Corporation.

**ARTICLE II
*Offices***

The principal office of the Corporation shall be located within or without the state of Connecticut, at such place as the board of directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the board of directors may designate. The Corporation shall continuously maintain within the state of Connecticut a registered office at such place as may be designated by the board of directors.

**ARTICLE III
*Membership***

Section 3.1 **Eligibility.** The Corporation shall have one class of members. Each member shall be (i) a person who accepts the mission of the Corporation and (ii) a person with mental illness, a relative of a person with mental illness, or a person with sincere interest in mental illness and the NAMI mission. A member may be one individual or a family of individuals living in one household that is counted as one for the purposes of paying dues and voting.

Section 3.2 **Dues and Term of Membership.** Membership dues shall be established and adjusted from time to time by NAMI, and each member of the Corporation shall pay such dues. Each member shall remain a member for life or until voluntary resignation, provided that such member pays required dues and maintains eligibility for membership. Any member may resign at any time by mailing or delivering written notice to the secretary of the Corporation (any resignation to take effect when such notice is delivered unless the notice specifies a later effective date). Membership in the Corporation shall not be transferable.

Section 3.3 **Annual Meeting.** A meeting of the members shall be held annually for the election of directors and the transaction of other business as may properly come before the members. Such meeting shall be held in the month of June at the place and time designated by the president.

Section 3.4 **Special Meetings.** A special meeting of the members may be called at any time (i) by the president or board of directors or (ii) by petition signed and dated by at least five percent of the members describing the purpose or purposes for which the meeting is to be held and delivered to the Corporation. The special meeting shall be held at the place designated by the person or person(s) calling for such meeting. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of the members.

Section 3.5 **Place and Time of Meetings.** Meetings of the members may be held at such place, either in or out of the state of Connecticut, and at such hour as may be fixed in the notice of the meeting.

Section 3.6 **Notice of Meetings.** Notice of each meeting of the members shall be given by the secretary and shall state the date, time and place of the meeting and, if it is a special meeting, shall indicate the purpose or purposes for which the meeting is being called. Notice of any annual meeting need not indicate the purpose or purposes for which the meeting is being called, except that, unless stated in a written notice of such a meeting, (i) no vote on the adoption, amendment or repeal of the Corporation's certificate of incorporation or these bylaws make take place, and (ii) no matter, other than the election of directors, may be brought up that expressly requires the vote of members pursuant to the Connecticut Revised Nonstock Corporation Act.

Notice of any meeting shall be given to each member. Unless otherwise provided herein or required by law, notice may be communicated in person, by mail or other method of delivery, or by telephone, voicemail or other electronic means, and shall be provided not fewer than 10 nor more than 60 days before the date of the meeting.

When an annual or special meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment.

Section 3.7 **Waiver of Notice.** A member may waive any notice required by law, the certificate of incorporation or these bylaws before or after the date and time stated in the notice. The waiver shall be in writing, shall be signed by the member entitled to such notice, and shall be delivered to the secretary of the Corporation for inclusion in the minutes of the meeting or filing with the corporate records. Attendance at a meeting: (1) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 3.8 **Record Date.** The board of directors shall, by resolution, fix a record date for the purposes of determining the members entitled to notice of a meeting of the members, to demand a special meeting, to vote or to take any other action. Such record date may not be more than 70 days before the meeting or action requiring determination of members.

Section 3.9 **Members' List or Record for Meeting.** After the board of directors has fixed a record date for the meeting, the secretary shall prepare an alphabetical list of the names and addresses of all of the members who are entitled to notice of the meeting. The members' list so prepared shall be made available for inspection by any member entitled to vote at the meeting, beginning two business days after the notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held.

Section 3.10 **Proxies.** Proxy voting by members shall be prohibited.

Section 3.11 **Quorum.** Members representing 10 percent or more of the voting power of the membership present in person at any meeting of members of the Corporation shall constitute a quorum for such meeting.

Section 3.12 **Vote.** Each member shall have one vote. Wherever action other than the election of directors is to be taken by vote of the members, it shall, except as otherwise required by law or the certificate of incorporation, be authorized if approved by a majority of the votes cast. Directors shall be elected by a plurality of the votes cast by the members entitled to vote at a meeting at which a quorum is present.

Section 3.13 **Presiding Officer and Secretary.** At any meeting of the members, if neither the president, nor vice-president, nor a person designated by the board to preside at the meeting shall be present, the members present shall appoint a presiding officer for the meeting. If the secretary is not present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

Section 3.14 **Resolutions.** Any group of at least five percent of the current members may propose any resolution for action at an annual or special meeting of the members that may be properly considered at the meeting. Each proposed resolution shall be submitted in writing to the secretary by certified or registered mail and on such form as he or she prescribes no fewer than 20 days prior to the date of the meeting. The secretary shall include in the notice of the meeting of the members the proposed resolution as a matter to be considered at the meeting.

Section 3.15 **Affiliates.** An affiliate shall be a group of five or more members of the Corporation granted affiliate status by NAMI.

ARTICLE IV ***Board of Directors***

Section 4.1 **Power of Board and Qualification of Directors.** All corporate powers shall be exercised by or under the authority of, and the activities, properties and affairs of the Corporation shall be managed by or under the direction of, the board of directors. Each director must be a member of the Corporation and NAMI. No employee of NAMI, the Corporation, or any entity providing funding to the Corporation may serve on the board of directors during the time of such employment. Not less than one half of the directors shall be persons who have experienced mental illness or the family of such persons. A director need not be a resident of the state of Connecticut.

Section 4.2 **Number of Directors.** The number of directors constituting the entire board of directors shall be not fewer than 12 nor more than 18. Subject to the foregoing, the number of directors constituting the board of directors shall be the number prescribed by the directors or, if no such number has been prescribed, shall be the number of directors then in office. The number of directors may be increased or decreased within the foregoing range by action of the board of directors.

Section 4.3 **Nomination of Directors.** Any member may nominate one or more members to the board of directors. Except as otherwise provided in this section, each nomination shall be in writing and shall be submitted to the secretary, along with a brief resume of the nominee, no fewer than 30 days prior to the next annual meeting of the members. The secretary shall submit to each member the name and resume of each individual so nominated no fewer than 10 days prior to the next annual meeting. Additional nominations may be made orally from the floor of the annual meeting. In nominating prospective directors, members shall give consideration, insofar as possible, to the representation of the interests of, among others, consumers, minorities, ages, urban, rural and other geographical areas within the state.

Section 4.4 **Election and Term of Directors.** Directors shall be elected from among those individuals nominated pursuant to Section 4.3 of these bylaws. The board of directors shall be a staggered board, divided into three groups. At each annual meeting of the members, the members shall elect or reelect directors to replace those directors whose terms are expiring. Each director elected at an annual meeting shall serve a term of three years (expiring on the date of the third annual meeting following his or her election) and until his or her successor is elected. If the number of directors is changed by the board of directors in accordance with the bylaws, any increase or decrease shall be apportioned among the groups of directors so as to maintain the number of directors in each group of directors as nearly equal as possible. No person shall serve as a director for more than two consecutive terms except as provided in Section 4.7 of these bylaws.

Section 4.5 **Removal of Directors.** Except as may otherwise be provided in the certificate of incorporation, any one or more of the directors may be removed with or without cause at any time by action of the members of the Corporation. A director may be removed only at a meeting called for that purpose, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the director. Missing more than three consecutive meetings of the board may constitute cause for removal.

Section 4.6 **Resignation.** Any director may resign at any time by delivering written notice to the board of directors or the secretary of the Corporation. Such resignation shall take effect when such notice is so delivered unless the notice specifies a later effective date.

Section 4.7 **Vacancies.** If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the board of directors may fill the vacancy. The term of a director elected to fill a vacancy expires at the next meeting at which directors are elected. Such a director may serve up to two additional terms consecutive with such initial term to the extent he or she is elected to serve such additional terms.

Section 4.8 Meetings of the Board of Directors; Notice. The first regular meeting of the board of directors shall be held in June each year directly after the annual meeting of the members, for the election of officers, for the appointment of directors to committees as required by Article V of these bylaws, and for the transaction of such other business as may properly come before the meeting. Thereafter, a regular meeting of the board of directors shall be held in September, October, November, January, February, March and April of each year at such time and place as may be fixed by the board. Special meetings of the board of directors may be called at any time by the president or by a majority of the directors.

Regular and special meetings of the board of directors may be held at any place in or out of the state of Connecticut. Regular meetings of the board may be held without notice of the date, time, place or purpose of the meeting; provided, however, that unless stated in a written notice of the meeting provided at least two days in advance of such meeting, no vote on the removal of a director or the adoption, amendment or repeal of these bylaws or the Corporation's certificate of incorporation may occur. Notice of each special meeting of the board shall include the date, time and place of the meeting and shall be given in person, by mail or other method of delivery, or by telephone, voicemail or other electronic means not less than two days before the date of the meeting and shall state the purpose or purposes for which the meeting is called.

A director may waive any notice required by law, the certificate of incorporation or these bylaws before or after the date and time stated in the notice. The waiver shall be in writing, shall be signed by the director, and shall be delivered to the secretary of the Corporation for inclusion in the minutes of the meeting or filing with the corporate records. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of such meeting, or promptly upon his or her arrival, such director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 4.9 Quorum of Directors and Voting. Unless a greater proportion is required by law or by the certificate of incorporation or these bylaws, a majority of the number of directors constituting the board of directors shall constitute a quorum for the transaction of business or of any particular business. Except as otherwise provided by law or by the certificate of incorporation or these bylaws, the affirmative vote of a majority of the directors present and voting at the meeting at the time of such vote, if a quorum is then present, shall be the act of the board. Voting by proxy is not permitted.

Section 4.10 Action without a Meeting. Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if the action is taken by all members of the board. Such action shall be evidenced by one or more written consents describing the action taken, shall be signed by each director and shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 4.10 is the act of the board of directors when one or more consents signed by all the directors are delivered to the Corporation. The consent may specify the time at which the action taken thereunder is to be effective. A director's consent may be withdrawn by a revocation signed by the director and delivered to the Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the directors.

Section 4.11 **Meetings by Conference Telephone.** Any one or more members of the board of directors may participate in any meeting of the board by, or conduct the meeting through the use of, any means of conference telephone or similar communications equipment by which all directors participating in the meeting may simultaneously hear each other during the meeting. A director participating in a meeting by such means is deemed to be present in person at the meeting.

Section 4.12 **Compensation of Directors.** No director shall receive compensation for services rendered to the Corporation in such capacity, but directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the board shall determine, consistent with the requirements of Section 33-1092 of the Connecticut Revised Nonstock Corporation Act. Notwithstanding the foregoing, the Corporation shall provide no reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes. Directors may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation pursuant to authorization by the board of directors, subject, however, to Article VIII of these bylaws and to Sections 33-1127 through 33-1131 of the Connecticut Revised Nonstock Corporation Act.

Section 4.13 **Minutes.** The secretary shall record or arrange to be recorded the minutes of each meeting of the board of directors and upon adoption by the board of directors shall retain such minutes with the permanent records of the Corporation.

ARTICLE V ***Committees***

Section 5.1 **Committees.** The board of directors may create one or more committees and appoint one or more members of the board to serve on them. The creation of a committee and the appointment of directors to a committee shall be approved by a majority of the number of directors constituting the board of directors. The board of directors may appoint one or more directors as alternate directors to replace any absent or disqualified director during the director's absence or disqualification. The board may also appoint persons who are not board members to serve in an advisory non-voting capacity on any committee of the board.

Section 5.2 **Authority of Committees.** The executive committee established pursuant to Section 5.6 of these bylaws shall have and shall exercise the power of the board as necessary between meetings of the board except to the extent limited by this section or by applicable law. Otherwise, all committees shall be advisory only. In no event may a committee, including the executive committee, do any of the following: (i) fill vacancies on the board of directors or on any of its committees; (ii) adopt, amend or repeal these bylaws or make changes to the Corporation's certificate of incorporation; (iii) approve a plan of merger; (iv) approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, other than in the usual and regular course of affairs of the Corporation; or (v) approve a proposal to dissolve the Corporation.

Section 5.3 **Committee Rules.** Sections 4.8, 4.9, 4.10 and 4.11 of these bylaws, which govern meetings, action without meetings, participation in meetings by conference

telephone, notice and waiver of notice, and quorum and voting requirements of the board of directors, apply to committees and their members as well, except that committees shall not be required to hold regular meetings other than to the extent provided in this Article V of these bylaws.

Section 5.4 **Compliance with Standards of Conduct.** The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in Section 33-1104 of the Connecticut Revised Nonstock Corporation Act.

Section 5.5 **Minutes.** Each committee shall keep regular minutes of its proceedings and report the same to the board of directors, and such minutes shall be retained with the permanent records of the Corporation.

Section 5.6 **Executive Committee.** There shall be an executive committee consisting of the directors who are officers. Such directors shall be appointed to the executive committee each year in accordance with Section 5.1 of these bylaws at the first regular meeting of the board of directors following the annual meeting of the members. The president shall chair the committee. In the interim between meetings of the board of directors, the executive committee shall have and shall exercise the powers of the board of directors, subject to the limitations set forth in Section 5.2 of these bylaws and applicable law. During each calendar month in which a regular board of directors meeting is to take place, the chair of the executive committee shall convene a regular meeting of the executive committee prior to such board of directors meeting to approve the agenda for such board of directors meeting and to conduct other business as may properly come before the committee. Actions of the executive committee that are authorized by these bylaws are not subject to ratification by the board of directors except as expressly provided in these bylaws.

Section 5.7 **Audit and Finance Committees.** There shall be an audit committee and a finance committee. Directors shall be appointed to these committees each year in accordance with Section 5.1 of these bylaws at the first regular meeting of the board of directors following the annual meeting of the members. No director may serve on both such committees simultaneously.

ARTICLE VI

Officers

Section 6.1 **Officers; Eligibility.** The board of directors shall appoint from among them a president, vice-president, secretary and treasurer.

Section 6.2 **Appointment; Term of Office; Removal; Vacancies.** At the first meeting of the board of directors following the annual meeting of the members, the board of directors shall appoint officers to (i) replace the officers whose terms expire on the date of such meeting and (ii) fill any otherwise then-vacant officer positions. Each officer so appointed shall serve a term of two years (expiring on the date of the first regular meeting of the board of directors that follows the second annual meeting of the members following such officer's appointment) and until his or her successor has been appointed and qualified; provided, however,

that the term of any officer shall not extend beyond the time such individual ceases to be a director. An individual may serve no more than two consecutive terms in a particular officer position. Any vacancy or vacancies occurring in any office of the Corporation may be filled until the next annual meeting by the concurring vote of a majority of the remaining directors, though such remaining directors are less than a quorum, though the number of directors at the meeting is less than a quorum, and though such majority is less than a quorum.

Section 6.3 Resignation. Any officer may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective time, the resignation shall be effective when the notice is delivered to the board of directors or the secretary of the Corporation.

Section 6.4 Powers and Duties of Officers.

A. *President.* The president shall preside at each meeting of the members and of the directors and shall have such powers and duties as usually pertain to the office of president and shall perform such other duties as may from time to time be assigned to him or her, or specifically required to be performed by him or her, by these bylaws, by the board of directors or by law. In general, the president shall consult with and advise the executive director, if any, with respect to the achievement of the mission of the Corporation. If there is no executive director, the president shall assume the duties of the executive director.

B. *Vice-President.* In the absence of the president or in the event of his or her inability or refusal to act, the vice-president shall perform the duties of the president, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties and have such other powers as the board of directors may from time to time prescribe by standing or special resolution, or as the president may from time to time provide, subject to the powers and the supervision of the board of directors.

C. *Secretary.* The secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the members and of the board of directors and for authenticating and maintaining the records of the Corporation, and shall give or cause to be given all notices in accordance with these bylaws or as required by law, and, in general, shall perform all duties customary to the office of secretary.

D. *Treasurer.* The treasurer shall have the custody of, and be responsible for, all funds and property of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks, trust companies or other depositories as the treasurer may designate, subject to approval of the board of directors. Whenever required by the board of directors, the treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of treasurer, subject to the supervision of the board of directors, and such other duties as shall from time to time be assigned by the board.

ARTICLE VII
Executive Director

The executive director shall be appointed by and serve at the pleasure of the board of directors. The executive director shall be the chief executive of the Corporation and shall have general supervision over the business of the Corporation, subject to the control of the board of directors. The executive director shall see that all orders and resolutions of the board of directors are carried into effect. In general, the executive director shall perform other duties as may from time to time be assigned to him or her, or specifically required to be performed by him or her, by these bylaws, by the board of directors, or by law. The compensation and terms of employment of the executive director shall be determined by the board of directors. If there is no executive director, the president shall assume the duties but not the compensation of the executive director.

ARTICLE VIII
Directors' Conflicting Interest Transactions

Section 8.1 **Conflicts of Interest; Adoption of Policy.** The Corporation shall adopt a conflict of interest policy to ensure that any potential "directors' conflicting interest transaction" as that term is defined in Section 33-1127 of the Connecticut Revised Nonstock Corporation Act, or any potential "excess benefit transaction" involving a "disqualified person," (including a director or officer of the Corporation) as those terms are defined in Section 4958 of the Internal Revenue Code, shall only be undertaken after the requisite disclosure, determinations and voting by directors as provided in Sections 33-1129 and 33-1130 of the Connecticut Revised Nonstock Corporation Act and under any relevant regulations of the Internal Revenue Service.

Section 8.2 **Disclosure; Annual Review of Policy.** The conflict of interest policy shall be reviewed by the board at least annually. At the time of their election or appointment, each director or officer of the Corporation may be asked to complete a disclosure statement identifying all related parties of the director or officer who have a conflicting interest with respect to any transaction between such person and the Corporation. These statements shall be kept on file at the Corporation's office. These statements shall be updated annually and any additions or other changes shall be made by the director or officer in writing as they occur.

ARTICLE IX
Miscellaneous

Section 9.1 **Fiscal Year.** The fiscal year of the Corporation shall end on June 30.

Section 9.2 **Checks, Notes and Contracts.** The board of directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 9.3 **Written Notice or Consent.** Any written notice or consent required hereunder may, without limitation, be issued by regular mail, hand delivery, electronic transmission or facsimile.

Section 9.4 **Books and Records.** The Corporation shall keep at its office correct and complete books and records of the accounts, activities and transactions of the Corporation, the minutes of the proceedings of the members, the board of directors and any committee of the Corporation, and a current list of the members, directors and officers of the Corporation and their business addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 9.5 **Annual Budget and Audit.** Annually, on or before June 30, the board of directors shall, upon recommendation of the finance committee, adopt a line-item operating budget of authorized revenues and expenditures for the next fiscal year. The board of directors may adopt a capital budget as needed. No expenditure may be made or fiscal obligation undertaken during any fiscal year in excess of the amount authorized in the adopted budget unless approved by the board of directors or by the affirmative vote of two-thirds of the full executive committee, subject to ratification by the board of directors. Notwithstanding the foregoing, if, despite diligent efforts, the board is unable to adopt the requisite operating budget on or before June 30, the board shall (i) adopt a resolution authorizing continued expenditures, which shall be effective until such time as the requisite operating budget is adopted, and (ii) continue diligent efforts to adopt the requisite operating budget. The board of directors shall, upon recommendation by the audit committee, engage a certified public accounting firm to provide an independent financial audit for each fiscal year. The annual audit letter and report, including any findings and recommendations, shall be reviewed by the audit committee and approved by the board of directors.

Section 9.6 **Amendments.** The bylaws of the Corporation may be adopted, amended or repealed in whole or in part by either (i) the affirmative vote of two-thirds of the directors present at a meeting of the board of directors at which a quorum is present, subject to the notice requirements of Section 4.8 of these bylaws and applicable limitations of law, or (ii) by the affirmative vote of two-thirds of the members present at a meeting of the members, subject to the notice requirements of Section 3.6 and to the resolutions requirements of Section 3.14 of these bylaws. Notice of any action by the board of directors amending the bylaws of the Corporation shall be given by the Secretary to each member no more than 30 days following the date of such board action. Any amendments to the certificate of incorporation of the Corporation shall be adopted pursuant to the requirements of the Connecticut Revised Nonstock Corporation Act.

Section 9.7 **Nondiscrimination.** Neither the Corporation nor any affiliate shall discriminate against any person or group of persons on the basis of race, ethnicity, culture, language, national origin, geographic origin, age, disability, gender, sexual orientation, gender expression, education, religion, faith, socioeconomic status or lived experience.

Section 9.8 **Dispute Resolution.** The board of directors is authorized to mediate the resolution of any dispute among: (i) affiliates, (ii) proposed affiliates, (iii) members and proposed affiliates, (iv) affiliates and proposed affiliates, or (v) the Corporation and one or more affiliates or proposed affiliates. A person authorized to act on behalf of a party seeking board mediation of such a dispute shall submit written notice of the dispute to the president, and in the case of a dispute between the Corporation and one or more affiliates or proposed affiliates, shall simultaneously submit such notice to the NAMI president. In the event the resolution of the dispute cannot be achieved within 90 days following the president's receipt of such notice, the

dispute, together with the names of the persons authorized to act on the behalf of parties to the dispute, shall be referred to the NAMI board of directors final and binding resolution.

Section 9.9 Name and Logo. The Corporation acknowledges that NAMI controls the use of the name, acronym and logo of NAMI and AMI, that their uses shall be in accordance with NAMI policy, and that upon termination of charter by or affiliation with NAMI, the uses of these names, acronyms and logo by the Corporation or an affiliate shall cease.

Section 9.10 References. Reference in these bylaws to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in these bylaws to a provision of the Connecticut Revised Nonstock Corporation Act or any provision of Connecticut law set forth in such statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law.