

**BYLAWS
Of
MENTAL HEALTH LIAISON GROUP, INC.**

ARTICLE I

NAME, OFFICE AND REGISTERED AGENT

- 1.1. Name.** The name of this corporation, a nonprofit corporation organized under the laws of the District of Columbia, shall be “Mental Health Liaison Group, Inc.” (the “Corporation”).
- 1.2. Principal Office.** The principal office of the Corporation shall be in the District of Columbia.
- 1.3. Registered Office and Agent.** The Corporation shall have and continuously maintain a registered office and a registered agent in the District of Columbia as required by the District of Columbia Nonprofit Corporation Act (the “Act”).

ARTICLE II

PURPOSES

- 2.1 Purposes.** The Corporation is a coalition of national organizations representing consumers, caregivers, parents and family members, advocates, and providers dedicated to building better lives for the millions of Americans affected by mental illness and addictions.
- 2.2. Related Purposes.** The Corporation is authorized to do any and all lawful things, and carry out any and all lawful activities or courses of action related to, helpful to, appropriate in connection with, or not incompatible with the foregoing purposes. It shall be the policy of the Corporation to fulfill its principal purposes and related purposes in full compliance with federal and state antitrust laws and all other applicable laws.
- 2.3. Nonprofit Character.** The Corporation is a nonprofit corporation and shall not distribute any gain, profit, dividend or other valuable consideration to any Director, Member or Officer, and no part of the Corporation’s net earnings may inure to the benefit of any Director, Member, Officer, or any corporation or other organization conducted for profit, or any individual; provided, however, that the Corporation may pay reasonable compensation for services actually rendered, or goods or other things of value furnished at the Corporation's request in furtherance of the Corporation purposes, and may make grants to individuals and other organizations as appropriate in furtherance of the Corporation’s purposes.

ARTICLE III

MEMBERSHIP

3.1. Eligibility.

(a) Membership in the Corporation shall be open to entities that advocate regularly in the Greater Washington, D.C. metropolitan area, before Congress and with the Federal Government and related agencies on issues related to mental illness and/or addictions, on behalf of consumers, caregivers, parents and family members, advocates, providers of behavioral health services and organizations representing state agencies. The Board of Directors may establish such other eligibility criteria and terms and conditions of Membership, including required financial or other support, as it deems reasonable.

(b) The Board of Directors may establish other classifications of affiliations other than Membership for entities and individuals, on such terms and conditions as determined by the Board of Directors. Such affiliated entities may be referred to as “Affiliate Members,” or such other designation as may be determined by the Board of Directors; provided, however, that such entities or individuals shall not be “Members” within the meaning of these Bylaws and will not have voting rights. Affiliate Members may include government agencies, or organizations that are not focused on mental health or addiction issues, or not regularly in the Greater Washington, D.C. metropolitan area.

3.2. Initial Members. The initial Member(s) of the Corporation shall be determined by the Initial Directors, as defined in Article IV, Section 4.2. Other eligible entities may join as Members of the Corporation upon meeting the criteria and terms and conditions of Membership, including required financial or other support, established by the Board of Directors.

3.3. Establishing Membership and Affiliate Membership.

(a) All applicants for voting membership and non-voting affiliate membership in the Corporation shall be approved by the Board of Directors.

(b) Applicants denied membership may file an appeal with the Board of Directors. The Board of Directors, after affording the applicant an opportunity to present argument, shall make the final determination.

3.4. Membership Dues.

(a) The Board of Directors may, by a vote of a majority plus one (1), of those present and voting at any meeting where a quorum is present, establish and amend the Corporation’s dues structure and any policies or procedures relating to the determination, assessment and collection of membership dues payable by Corporation Members, and may provide for special assessments. (For example, if the then current Board consisted of seven (7) members, such a resolution would require the affirmative vote of at least 5 Directors (a majority of 4 Directors plus one Director) for approval.)

(b) Members of the Corporation shall pay dues in accordance with the dues structure of the Corporation for each fiscal year (except those member classifications, if any, exempted from dues payments under the dues structure).

(c) No Member shall be deemed in good standing unless such Member has fully complied with all policies, procedures and reporting requirements relating to determination and payment of dues.

(d) Except for payment of membership dues or special assessments as established by the Board of Directors, no Member shall be subject to any charge for dues or assessments, nor shall any Member be in any way liable for any debt, liability or obligation of the Corporation.

3.5. Member Representatives. Each Member shall designate a representative (a “Representative”). The Representative shall be entitled to cast the vote of his or her Member organization on business coming before the Members for a vote. A Member may change the individual designated as their Representative, by a written notice delivered to the Corporation’s Secretary not less than fourteen (14) days prior to the date of any scheduled vote of the Membership.

3.6. Voting. Members shall have the following voting rights: (a) the right to elect members of the Board of Directors as set forth in Article IV; and (b) the right to vote on such other issues as the Board may choose to bring before the Members. The Members shall have no other voting rights. Affiliate Members shall have no voting rights. Voting may be conducted at an annual meeting or special meeting of the Membership, by telephone call or by written ballot or unanimous written consent (whether by electronic mail, facsimile transmission or otherwise) as determined by the Board of Directors. Voting by proxy shall not be permitted.

3.7 Consent of Members in Lieu of a Meeting. Any action required to be taken at a meeting of the Members, or any action that may be taken at a meeting of the Members, may be taken without a meeting, without prior notice and without a vote if a consent or consents in writing, setting forth the action so taken, are signed by a majority of the Representatives of the Members.

3.8. Meetings. The date, time and place of annual or special meetings of Members shall be determined by the Board of Directors.

3.9. Notice. Notice of annual or special meetings of the Members shall be provided to the designated representative of the Member no less than fourteen (14) days prior to such meeting, and such notice may be given personally, by mail, facsimile transmission or electronic mail.

3.10. Quorum. The presence of one-third of the Members shall constitute a quorum for transaction of business at a meeting of the Membership.

3.11. Removal. Any Member may be removed from membership by a vote of two-thirds of the Board of Directors for cause, which shall be defined by the Board of Directors. If such Member does not agree with a removal, such Member may apply for a hearing before the Board of Directors, which shall make the final determination regarding the removal.

ARTICLE IV

BOARD OF DIRECTORS

4.1. Authority and Responsibility. The governing body of the Corporation shall be the Board of Directors (the “Board”), which shall supervise, direct and control the affairs of the Corporation, determine its policies and changes therein, actively prosecute its objectives and supervise the disbursement of its funds. The Board may adopt such rules, regulations and policies for the conduct of its business as it deems advisable and may delegate such authority and responsibility to Officers of the Corporation, except as prohibited by the Articles of Incorporation, these Bylaws or the Act.

4.2. Composition.

(a) The members of the initial Board of Directors of the Corporation shall be those individuals named in the Articles of Incorporation (“Initial Directors”) and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Corporation shall be composed of no less than three (3) nor more than eighteen (18) individuals with the number to be determined in accordance with these Bylaws. The Board may increase or decrease the number of Directors serving at any time only by vote of the then-current Directors in accordance with Section 4.9(b) hereof. An increase in the number of Directors may take effect at the beginning of the next term of the Board following the one in which the increase is approved or in the then-current term of the Board, with such new position to be filled pursuant to Section 4.11 hereof. A decrease in the number of Directors may only take effect at the beginning of the next term of the Board following the one in which the decrease is approved.

(b) Directors must be affiliated with a Member. The term “affiliated with” as used in these Bylaws shall mean full time employment with or service as an officer, director or similar senior official, employee, agent, volunteer or advisor of the relevant Member or other designation by the Member for purposes of serving on the Board of Directors.”

4.3 Election and Term.

(a) Directors shall be elected by the Members at the annual meeting of Members by approval of a majority of Members present and voting.

(b) Each Director shall serve a term of two (2) years, until election and qualification of his or her successor or earlier resignation, removal or death, except as otherwise provided herein. Directors may serve multiple terms on the Board, whether or not such terms are successive. The terms of the Directors shall be staggered such that approximately one-half of such Directors are elected each year.

4.4 Chairman of the Board. A Chairman of the Board of Directors (“Chairman”) shall preside over meetings of the Board and shall have such other powers and responsibilities as set forth in these Bylaws. Except for the initial Chairman, the Board of Directors shall, by affirmative vote of a majority of the Directors at the beginning of each two-year term of the

Board, elect one Director to serve as Chairman. The initial Chairman shall be designated by the Initial Directors and shall serve as Chairman for one two (2) year term of the Board.

4.5 Nominations. Any Member may nominate candidates for Directors to be elected at the next following annual meeting of the Members by written notice delivered to the Secretary of the Corporation not less than fourteen (14) days prior to the date of such annual meeting at which voting for Directors is to take place.

4.6 Quorum. A majority of the Board shall constitute a quorum for the transaction of business of the Corporation.

4.7 Meetings. The Board shall meet at least four (4) times each calendar year at such times and places to be fixed by the Chairman. Additional meetings may be held upon the call of the Chairman or a signed request of a majority of the Board. Meetings may be held by conference call at the discretion of the Chairman.

4.8 Notice. Notice of all meetings of the Board shall be provided to the Directors no less than seven (7) days prior to such meeting. Notice may be given personally, by mail, facsimile transmission or electronic mail.

4.9 Voting.

(a) Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one vote. Voting by proxy shall not be permitted.

(b) Any resolution to increase or decrease the then-current size of the Board must be approved by affirmative vote of three-fourths (3/4) of the members of the Board.

(c) Whenever, in the judgment of the Chairman, any question shall arise which he or she considers should be put to a vote of the Board, and when he or she deems it inexpedient, impractical or unreasonable to call a special meeting for such purpose, the Chairman may, unless otherwise required by these Bylaws, submit such matter to the Directors in writing by mail, facsimile or electronic means for a vote and decision. The question thus presented shall be determined according to a majority of votes received by mail, facsimile or electronic means within fourteen (14) days after such submission to Directors, provided that in each such case votes of at least a majority of Directors shall have been received. Any and all action taken pursuant to a majority vote in each such case shall be binding upon the Corporation in the same manner as would be action taken at a duly called meeting.

4.10 Unanimous Written Consent. Except as prohibited by the Act, any action that may be taken at a meeting of the Board, may be taken without a meeting or without the procedure described in Section 4.9(c), as applicable, if a consent in writing setting forth the action so taken shall be signed by all of the members of the Board. Any and all actions taken pursuant to a unanimous written consent in each such case shall be have the same effect as a

unanimous vote of the Board and shall be binding upon the Corporation in the same manner as would a unanimous vote.

4.11 Vacancies. Any vacancy occurring on the Board by reason of death, resignation, disqualification, incapacity, removal or any other reason, shall be filled for the balance of the then-current term of the vacated Director's seat, by a vote of at least a majority of the then-current remaining Directors plus one (1) Director.

4.12 Removal. The Board shall remove from office any Director, after reasonable notice and opportunity for hearing, if

(a) such Director ceases to be affiliated with the Member organization with whom that Director was affiliated at the time of election or appointment to the Board of Directors, unless such Director becomes employed by a different Member organization, in which instance the Board of Directors shall determine if the Director may remain on the Board based on the circumstances; or

(b) the Member organization with which such Director was affiliated ceases to be a Member or otherwise ceases to satisfy the criteria applicable to a Member, including the payment of dues.

The Board may remove from office any Director for cause, after reasonable notice and opportunity for hearing, by at least a four-fifths (4/5) vote of the entire Board of Directors. Cause shall include, but not be limited to, action or conduct which is detrimental to the Corporation, a failure to carry out, in good faith, his or her duties as a member of the Board of Directors.

4.13 Compensation. Directors and elected Officers other than the Executive Director, if any, shall not receive any compensation for their service as directors, except for reimbursement of reasonable expenses incurred in connection with performance of their duties.

ARTICLE V

OFFICERS

5.1 Elected Officers. The elected Officers of the Corporation shall be a President, Secretary and a Treasurer. The Board of Directors may, from time to time, authorize one or more Vice Presidents, Assistant Secretaries or Assistant Treasurers, in which case, those Officers shall be elected in the same manner as the other Officers of the Corporation. The initial Officers shall be elected by the Initial Directors. Thereafter, the Board of Directors shall, by affirmative vote of a majority of the Directors at the beginning of each two-year term of the Board, elect one of their members to serve as Secretary, one to serve as Treasurer, and one or more to serve as Vice President, Assistant Secretary or Assistant Treasurer, as the case may be. The Chairman of the Board, elected as described in Section 4.4, shall serve as President.

5.2. Duties of Officers.

(a) **President.** The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the Board, and shall be a member ex-officio, with the right to vote, on all committees of the Board. The President shall, at times he or she deems appropriate,

communicate to the Board such matters and make such suggestions and proposals that may, in his or her opinion, tend to promote the welfare and further the purposes and objectives of the Corporation. He or she shall perform such duties necessarily incident to the office of President or that may be prescribed by the Board. If the Corporation has a Vice President, such Officer shall, in the absence or incapacity of the President, perform all the duties of the President and have all the powers and authority of the President as conferred by these Bylaws or by action of the Board from time to time.

(b) **Secretary.** The Secretary shall be responsible for recording the minutes of the meetings of the Board, any committees of the Board and the Members, maintain the records relating to such meetings and any actions taken by the Board, any committees of the Board or the Members, sign such documents as may be necessary and be the keeper of the Corporate seal, if any. In the event that the President and the Vice President, if any, is unable to serve in his or her elected Office, the Secretary shall discharge the duties of the President. The Secretary shall perform such other duties as may be prescribed by the President or the Board. If the Corporation has an Assistant Secretary, such Officer shall, in the absence or incapacity of the Secretary, perform all the duties of the Secretary and have all the powers and authority of the Secretary as conferred by these Bylaws or by action of the Board from time to time.

(c) **Treasurer.** The Treasurer shall prepare a periodic report for the Board on the disbursements and receipts of the Corporation and shall assist the Board in discharging its financial responsibilities to the Corporation. He or she shall perform such other duties as may be prescribed by the President or the Board. If the Corporation has an Assistant Treasurer, such Officer shall, in the absence or incapacity of the Treasurer, perform all the duties of the Treasurer and have all the powers and authority of the Treasurer as conferred by these Bylaws or by action of the Board from time to time.

(d) **Executive Director.** If authorized by the Board of Directors, the affairs of the Corporation may be managed and administered by an Executive Director, under the general direction of the Board and the President. The Executive Director, if any, shall be an ex officio member of the Board of Directors and all committees of the Board with no voting rights.

The Executive Director, if any, shall be the chief administrative officer of the Corporation and shall execute the policies of the Corporation as promulgated or adopted from time to time by the Board. His or her books and records shall, at all times, be available for inspection and examination by the President, the Treasurer or the Board, or such other persons designated in writing by any of them. The Executive Director shall perform such other duties and functions as may be prescribed from time to time by the President or the Board. Within parameters and budgets established by the President, Treasurer or Board, the Executive Director may employ, terminate the employment of, and establish the terms and conditions of employment of subordinate employees or staff members of the Corporation as reasonably necessary to carry on the work of the Corporation. The Executive Director shall define the duties of staff members and subordinate employees, establish their titles, delegate responsibilities of management as he or she may reasonably determine to be in the best interest of the Corporation and supervise their performance.

The Executive Director, if any, shall be compensated for his or her services by the Corporation. The terms and conditions of the Executive Director's employment, including compensation, duration, duties and responsibilities shall be determined and specified by the Board.

5.3. Term of Office. With the exception of the Executive Director, the Officers shall serve for a term of two (2) years and until their successors shall be duly elected, unless he or she resigns, is removed from office or is otherwise disqualified from serving as an Officer of this Corporation. A person may not hold more than one elected office at the same time. The terms of the Officers shall be staggered such that approximately one-half of such Officers are elected each year. The Executive Director, if any, shall serve at the pleasure of the Board of Directors.

5.4. Term and Removal. . The Board may, in its discretion, by the affirmative vote of at least three-fourths (3/4) of its members, remove any elected Officer for cause.

(a) As a member of the Board of Directors, any Officer may be removed as a Director and Officer pursuant to ARTICLE V, Section 4.12 of these Bylaws.

b) At such time as any Officer ceases to be a Director for any reason, said Officer shall no longer be qualified to continue to serve in that capacity as an Officer.

(c) Any Officer may resign at any time, giving written notice to the Board of Directors, or to the Chairman. Any such resignation shall take effect upon receipt of such notice, or at any later time specified therein; unless otherwise specified therein, a resignation shall be effective without express acceptance.

5.5 Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

5.6. Bonding. The Board of Directors may require any person authorized or permitted to sign or countersign checks, drafts or other authorizations for the payment of money, or to receive and deposit, or authorize the deposit or disbursement of funds on behalf of the Corporation to be covered by surety bonds in such amount or amounts as may be established by the Board of Directors. Premiums for such bonds shall be paid by the Corporation.

ARTICLE VI

COMMITTEES

6.1. Standing Committees. The Corporation shall have a minimum of two standing Committees which shall be the Executive Committee and the Finance Committee. The Board of Directors may create such other standing committees with such powers as it deems appropriate for the conduct of the business of the Corporation.

(a) **Executive Committee.** The President of the Corporation is chair of the Executive Committee. The Executive Committee shall consist of the President, Vice President, if any,

Secretary and Treasurer of the Corporation and such other persons as may be appointed by the President. The Executive Committee may develop recommendations with respect to various matters pertaining to the affairs of the Corporation and shall report such recommendations to the Board of Directors for action. In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board of Directors.

(b) Finance Committee. The Treasurer of the Corporation is chair of the Finance Committee. The Finance Committee shall meet at least quarterly to review the affairs of the Corporation and report to the Board of Directors on its review, including whether adequate internal audit controls and procedures are being maintained, and make recommendations to the Board of Directors regarding changes in the manner of doing business, all as shall be deemed advisable. If necessary and appropriate, the Finance Committee shall also recommend to the Board of Directors on the selection of the firm of independent certified public accountants to audit the books and records of the Corporation. The Finance Committee shall review significant audit and accounting principles, policies and practices, meet with the Corporation's auditors to review the Corporation's internal auditing functions, meet with the Corporation's independent auditors to review the results of the annual examination, and review the recommendations of the auditors.

6.2 Special Committees. The Board or Chairman may create special committees from time to time to perform designated duties and functions. The Board or Chairman, as applicable, shall prescribe the duties and functions of such special committee.

ARTICLE VII CONFLICT OF INTEREST

The Corporation shall implement and enforce a Conflict of Interest policy covering Board members, officers, staff and certain volunteers.

ARTICLE VIII

FISCAL YEAR

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

ARTICLE IX

DISSOLUTION

The Corporation shall use its assets only to accomplish the objectives and purposes specified in the Articles and these Bylaws and as permitted by the Act. No part of such assets shall inure to the benefit of, or be distributed to, the Members, Directors, Officers or other private persons, except as reasonable compensation for services rendered. Upon dissolution of the Corporation, after payment (or provision for payment) of all obligations and liabilities of the Corporation, any assets remaining shall be distributed to, and only to, one or more organizations organized and operated exclusively for charitable, educational, research or scientific purposes and qualified for exemption from federal taxation under Section 501(c) (4) or Section 501(c) (3) of the Internal Revenue Code to be selected by the Board.

ARTICLE X

INDEMNIFICATION

Each person who is a Director, Officer or employee of the Corporation shall be indemnified by the Corporation against liabilities incurred as a result of, and expenses (including reasonable attorney's fees) reasonably sustained in the defense, or in the settlement of any civil, criminal or other action, suit or proceeding to which such person may be a party or in which he or she may otherwise be involved by reason of his or her being or having been a Director, Officer or employee of the Corporation; provided, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or employee. The Corporation may advance expenses or where appropriate may itself undertake the defense of any Director, Advisor, Officer or employee. However, such Director, Advisor, Officer or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any Director, Officer, employee or other agent against any liability which arises out of such person's status as a Director, Officer, employee or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE XI

MISCELLANEOUS PROVISIONS

11.1. Inspection of Corporate Records. Minute books and bylaws, together with all amendments thereto, shall be permanently maintained by the Corporation. These records, along with accounting and financial records, shall be maintained at the Corporation's principal office for at least three years. Records may be maintained in digital or paper form, as determined at the

discretion of the Secretary. All such records shall be open to inspection upon written demand by any Director or Member at any reasonable time and for any purpose reasonably related to his or her interests as a Director or Member. Such inspection may be made in person or by any agent or attorney designated by the Director or Member, and shall include the right to make extracts. Demands for inspection may be presented to the Board of Directors at any meeting, or to the Secretary, or if such demand relates to the books of account, to the Treasurer. Each such demand may be granted by the officer to whom it is presented, but unless so granted, shall be referred by such officer to the Board of Directors.

11.2. Execution or Endorsement of Checks. All checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by the Treasurer or such person or persons, and in such manner, as the Board of Directors shall from time to time determine.

11.3. Execution of Contracts. Any contract or other instrument shall be entered into by the Executive Director of the Corporation, if any, or by such person or persons, and in such manner, as the Board of Directors shall from time to time determine. No officer, agent or employee shall have any power or authority to bind or obligate the Corporation by any commitment, contract or engagement, or to pledge its credit to render it liable for any purpose or in any amount unless duly authorized by the Board of Directors or the Executive Director, if any, consistent with Board policy and current budget requirements.

ARTICLE XII

AMENDMENTS

12.1. Amendments by Board of Director. These Bylaws may be amended, repealed or modified, in whole or in part, by affirmative vote of three-fourths (3/4) of the members of the Board.

12.2. Amendments by Membership. These Bylaws may be amended by majority vote of the Representatives present at a duly convened meeting of the Members following proper notice; provided that any amendment not recommended by the Board of Directors shall require an affirmative vote of three-fourths (3/4) of the Representatives present at the Member meeting.