

BY-LAWS
OF
Faith Connections on Mental Illness, Inc.
Adopted and Approved on June 6, 2014

ARTICLE I

Name

The name of the Corporation shall be Faith Connections on Mental Illness, Inc. (hereinafter referred to as “Corporation”).

ARTICLE II

Fiscal Year

The fiscal year of the Corporation is a calendar year and will run from January 1 to December 31st.

ARTICLE III

Board of Directors

Section 1. **Powers and Responsibilities.** The business, property and affairs of the Corporation shall be managed and controlled by the Board of Directors. The Board of Directors shall bear ultimate responsibility for operation and maintenance of the Corporation.

Section 2. **Number, Election and Term of Office.** The Board of Directors shall consist of seven (7) to fifteen (15). The members of the Board of Directors of the Corporation shall be elected by the Directors at the annual meeting of the Corporation for a three (3) year term, or until his successor is elected and qualified. The term of the Directors shall be staggered so that the number of Directors to be elected each year shall be approximately one-third (1/3) of the total number of Directors, therefore, the initial Directors may be elected for a term of less than three (3) years in order to accomplish this purpose.

The initial Board of Directors and the terms of office of each of the initial Directors are as follows:

Term expiring at the 2014 Annual Meeting of the Board of Directors:

<u>Name</u>	<u>Address</u>
1. <i>Susan Pegg</i>	106 Ironwood Place, Chapel Hill, NC 27514
2. <i>Barbara Tremblay</i>	7 Greens Ferry Ct., Durham, NC 27713
3. <i>Dan Shaw</i>	1415 Watts St., Apt. D, Durham, NC 27701

Term expiring at the 2015 Annual Meeting of the Board of Directors:

<u>Name</u>	<u>Address</u>
1. <i>Elizabeth Gove</i>	3829 Riders Trail, Hillsborough, NC 27278
2. <i>Donna Olsen</i>	105 Melba Cir., Carrboro, NC 27510
3. <i>Gove Elder</i>	105 Timberlyne Ct., Chapel Hill, NC 27514
4. <i>Hugh Tilson</i>	<i>Pending</i>

Term expiring at the 2016 Annual Meeting of the Board of Directors:

<u>Name</u>	<u>Address</u>
1. <i>David Chapman</i>	213 Brook Chase Lane, Durham 27705
2. <i>Barbara Elder</i>	105 Timberlyne Ct., Chapel Hill, NC 27514
3. <i>Kathy Turner</i>	3421 Cromwell Road, Durham, NC 27705
4. <i>Katherine Kubel</i>	1320 Salem Ln., Chapel Hill, NC 27516

Section 3. Qualifications. The Board of Directors shall from time to time determine the qualifications for membership of the Board of Directors of the Corporation, subject to the requirement that each member of the Board of Directors be a person who is a resident of the State of North Carolina who has attained at least eighteen (18) years of age. Further, members of the Board of Directors of the Corporation shall consist of:

- a. At least one (1) member who is an individual who has received or is receiving mental health services.
- b. At least one (1) member who is a family member, guardian, or healthcare decision maker for an individual who has or is receiving mental health services.

The Board of Directors of the Corporation shall reasonably reflect a representative group of the faith communities supporting the Corporation.

Section 4. Vacancies. Any vacancy occurring on the Board of Directors caused by an increase in the number of Directors by amendment of the Bylaws, or by resignation, removal,

death or otherwise, shall be filled by a majority vote of the Directors at any regularly scheduled meeting of the Board after the vacancy occurred. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 5. Removal of Directors. Directors may be removed at any time, with or without cause, by the affirmative vote of at least a majority of the actual number of Appointed Directors.

Section 6. Resignations. A Director may resign at any time by giving written notice to the Board of Directors, the Chairperson or the Secretary. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 7. Annual Meeting. The annual meeting of the Board of Directors of the Corporation is for the election of Directors and officers and for the transaction of such other business as may properly come before the meeting shall be held at the principal office of the Corporation or at such other place, within North Carolina, as may be specified in the respective notices or waivers of notice thereof, or proxies to represent Directors thereat. The annual meeting will be held in June on the monthly board meeting in June, if such day is not a legal holiday, and if a legal holiday then on the first following business day that is not a legal holiday. Failure to hold the annual meeting during such month shall not work any forfeiture or dissolution of the Corporation and shall not affect otherwise valid Corporate acts. The annual meeting of the Board of Directors shall be held in place of or in congruent with the regular meeting of the Board of Directors. The newly elected Board of Directors begins their term at the first meeting of the Connectors.

Section 8. Regular Meetings. Regular meetings of the Board of Directors shall be held a minimum of four (4) times each calendar year including the annual meeting, which shall be held in June of each calendar year. The Secretary shall provide the Board of Directors with seventy-two (72) hours prior notice, such notice specifying the place, day and hour of any meeting with such notice being given to each Director either personally, by U.S. mail, or by facsimile or other electronic communication, to such address of each Director as appears upon the records of the Corporation. Attendance by a Director in person at any regular meeting shall constitute a valid and binding waiver of notice.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson or any five (5) Directors. The Secretary shall provide the Board of Directors with seventy-two (72) hours prior notice, such notice specifying the place, day and hour of the special meeting, as well as the reason for the special meeting, with such notice being given to each Director either personally, by U.S. mail, facsimile or by other electronic communication, to such address of each Director as appears upon the records of the Corporation. Directors, in lieu of such notice, may sign a written waiver of notice either before the time of the meeting, at the meeting or after the meeting. Attendance by a Director in person at any such special meeting shall constitute a valid and binding waiver of notice.

Section 10. Electronic Conference Meetings. E-meetings may be called by the Board

Chair in lieu of in-person meetings, when timely action by the Board is required. E-mails notifying Board members of such e-meetings shall be sent to all Committee members at the same time. E-meetings shall automatically adjourn 48 hours after the original notices of the e-meeting were dispatched. E-meetings are subject to the e-meeting quorum requirement.

Section 11. E-meeting Quorum Requirement. An e-mail vote of not less than 50 percent of the members shall constitute a quorum and shall be necessary to conduct the business of the Board at an e-meeting.

Section 12. Electronic Conference Meetings. A Director may participate in a Board meeting through the use of telephonic, video or other electronic means which allow all persons participating in the meeting to communicate with each other, and participation by these means constitutes presence in person at the meeting.

Section 13. Voting Rights. Every Director shall have the right at all meetings of the Board of Directors to one (1) vote.

Section 14. Quorum. Except as otherwise provided herein, at least 50 percent of the actual number of Directors elected and qualified, from time to time, shall be necessary to constitute a quorum for the transaction of any business. The vote of a majority of the Directors present at the meeting, at which a quorum is present, shall constitute the act of the Board of Directors, unless the act of a greater number of Directors is required by the Act, by the Articles of Incorporation, or by these By-Laws. A Director of the Corporation who is present at a meeting at which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless such Directors dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the Secretary of the meeting before adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action and did not change his or her vote prior to the time that the result of such vote was announced by the Chairperson of such meeting.

ARTICLE IV

Committees

Section 1. Creation. The Board of Directors shall create six (6) standing committees known as the Connectors Committee, Governance Committee, Finance Committee, Conference Committee, Publicity-Website Committee, and Outreach Committee. In addition to these standing committees, the Board of Directors may create one (1) or more additional ad hoc committees from time to time to assist it in carrying out any of the purposes of the Corporation.

Section 2. Composition and Duties. The Board of Directors shall define by resolution, which resolution may be amended from time to time by the Board of Directors, the composition and duties of each standing or additional committee or committees, and delegate to such committee or committees powers as the Board of Directors determines to be appropriate, except

that no such committee may elect, appoint, or remove Directors, fill vacancies on the Board of Directors or on a committee; dissolve any committee; adopt, amend, or repeal Articles of Incorporation or By-Laws of the Corporation; or authorize or approve distributions, the dissolution or merger of the Corporation, or the sale, pledge or transfer of all or substantially all of the Corporation's assets.

Section 3. Membership, Appointments and Chair. Unless otherwise specified by the Board each committee (standing or ad hoc) shall have a Member of the Board as its Chairperson; the remainder of the committee members may be non-directors. The Board of Directors shall authorize the Chairperson of the Board of Directors to make appointments of membership for each committee and designate the Chair for each committee.

Section 4. Meetings of Committees. Meetings of each Standing or additional committee will be called by its Chairperson or the Chairperson of the Board upon seventy-two (72) hours notice, which notice shall specify the place, day and time of such meeting to each member either personally, by U.S. mail, or by facsimile or other electronic communication to such address of each member as appears upon records of Corporation. 50 percent of the total number of members of a committee shall constitute a quorum.

ARTICLE V

Officers

Section 1. Principal Officers. The principal officers of the Corporation shall be a Chairperson (to serve 2 years), a Vice Chairperson/Chair Elect (to serve 2 years before serving as Chairperson for 2 years), a Treasurer, and a Secretary of the Board of Directors of the Corporation. The Corporation may also have such subordinate officers as may be appointed in accordance with the provisions of these By-Laws. No officer, other than the Secretary and Treasurer, may hold more than one office of the Corporation at a time.

Section 2. Election and Term of Office. The Chairperson, the Vice Chairperson, the Treasurer, and the Secretary shall be chosen at the annual meeting of the Board of Directors and shall hold office for a period of two (2) years. All officers shall hold office until such officer's successor shall have been duly chosen and qualified, or until such officer's death, or until such officer shall resign, or until such officer shall have been removed in the manner hereinafter provided. Officers may be reelected for consecutive terms.

Section 3. Removal. Any officer may be removed, either with or without cause at any time, by an affirmative vote of at least sixty-six percent (66%) of the actual number of Directors of the Corporation in office from time to time, excluding from this calculation the officer whose removal is at issue.

Section 4. Subordinate Officers. In addition to the principal officers enumerated in Section 1 of this Article V, the Corporation may have one or more Assistant Treasurers, one or more Assistant Secretaries and such other officers, agents and employees as the Board of Directors may deem necessary and as it shall select, each of whom (i) shall hold office for such

period as the Board of Directors shall determine, (ii) may be removed with or without cause, and (iii) shall have such authority and perform such duties as the Chairperson or the Board of Directors may from time to time determine.

Section 5. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors, the Chairperson or the Secretary. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 6. Vacancies. Any vacancy in any office may be filled by the Board of Directors at any regular or special meeting of the Board of Directors.

Section 7. Chairperson of the Board of Directors. The Chairperson of the Board of Directors shall be chosen from among the Directors, be responsible to the Board of Directors for the execution of all rules adopted for the management of the Corporation, and preside at all meetings of the Board of Directors. The Chairperson shall have no other executive or administrative responsibilities except as set forth herein or unless otherwise assigned by the Board of Directors.

Section 8. Vice-Chairperson. The Vice-Chairperson of the Board of Directors shall be chosen from among the Directors and shall preside at all meetings of the Board of Directors in the Chairperson's absence. The Vice-Chairperson shall have no other executive or administrative responsibilities except as set forth herein or unless otherwise assigned by the Board of Directors. In the Chairperson's absence, the Vice-Chairperson shall perform all duties and have all powers incident to the office of Chairperson, as herein defined, and all such other duties and powers as, from time to time, may be assigned to the Vice-Chairperson by the Board of Directors.

Section 9. Treasurer. The Treasurer shall be chosen from among the Directors and shall have charge and custody of, and be responsible for, all funds and securities of the Corporation and shall deposit all such funds in the name of the Corporation in such banks or other depositories as shall be designated by the Board of Directors. The Treasurer shall upon request exhibit at all reasonable times the books of account and records to any of the Directors of the Corporation during business hours at the office of the Corporation where such books and records shall be kept; shall render upon request by the Board of Directors a statement of the condition of the Corporation at each regular meeting of the Board of Directors; shall receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever; and, in general, shall perform all duties as from time to time may be assigned by the Chairperson or the Board of Directors. The Treasurer shall give such bond, if any, for the faithful discharge of his duties as the Board of Directors may require.

Section 10. Secretary. The Secretary shall be chosen from among the Directors and shall keep or cause to be kept in the books provided for that purpose the minutes of the meetings of the Board of Directors; shall duly give and serve all notices required to be given in accordance with the provisions of these By-Laws and by the Act; shall be custodian of the records of the Corporation and attest to all documents, the execution of which on behalf of the Corporation

under the Secretary's attestation is duly authorized in accordance with the provisions of these By-Laws; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned by the Chairperson or the Board of Directors.

ARTICLE VI

Amendments

The power to make, alter, amend, or repeal these By-Laws is vested in the Board of Directors; provided, however, that the exercise of any of such powers shall only require the affirmative vote of sixty-six percent (66%) of the actual number of Directors in office from time to time.

Pursuant to Article III of these By-Laws, the Directors must be given at least five (5) days prior written notice of any special, regular or annual meeting of the Board of Directors at which an alteration, amendment or repeal of these By-Laws will be considered. Such notice shall be accompanied by a draft of the proposed change to the By-Laws; provided, however, that the Directors shall have full power and authority to adopt different language from that contained in such draft in altering, amending or repealing these By-Laws.

ARTICLE VII

Business Ethics; Conflicts of Interest

Section 1. Policies. In furtherance of the Corporation's commitment to the highest standards of business ethics and integrity, the Corporation shall adopt those policies and procedures necessary to ensure that all business practices and conflicts of interest procedures comply with all applicable laws, regulations and ethical principles.

Section 2. Annual Statement. Upon initial appointment and annually thereafter, each Director and officer shall sign a written statement which affirms that such person has received, read and understands the Corporation's business ethics and conflicts of interest policies and agrees to comply with all such policy requirements at all times. All such statements shall be filed in the Corporation's minute book, and reviewed annually by the Executive Committee.

Section 3. Disclosure.

(a) In conjunction with each annual meeting of the Board of Directors, each Director and officer shall be required to certify to the Board of Directors any relationship(s) which he or she has which may reasonably constitute a duality of interest or conflict of interest.

(b)(i) Any possible duality of interest or conflict of interest on the part of any Director

or officer shall be fully disclosed to the Board of Directors and made a matter of record, either through the annual procedure described in Sections 2 and 3(a) above, or in connection with any proposed transaction, arrangement or other matter of business being considered by the Board of Directors, when the issue arises.

(b)(ii) Any Director or officer having a possible duality of interest or a conflict of interest on any proposed transaction shall not vote or use personal influence with respect to the transaction, and he or she shall not be counted in determining the quorum for the vote for that proposed transaction, even when otherwise permitted by law. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the presence of a quorum. Investment interests, compensation and reimbursement issues addressed by the Board of Directors shall in all cases constitute a duality or conflict of interest issue.

(c) The requirements set forth in Section 3(b) shall not be construed as preventing a Director or officer from briefly stating his or her position on the proposed transaction, nor from answering pertinent questions of the Board of Directors.

(d) Each new Director and officer will be advised of the provisions of this Article VII when entering into the duties of his or her office.

(e) Each Director and officer shall be required to provide information to other Directors as to his or her outside interests, investments, outside activities and any other matters that might be considered as a possible duality of interest or a possible conflict of interest.

(f) An individual is not prohibited from serving as a Director or an officer if the individual has a direct or indirect pecuniary interest in or derives a direct or indirect profit from a direct or indirect proposed transaction with the Corporation so long as, he or she shall disclose that interest or profit in writing to the Board of Directors. The individual shall in all cases abstain from voting on any matter that affects such interest or profit.

Section 4. Contracts or Transactions. A contract or other transaction between the Corporation and a Director or officer, or any other corporation, firm, association or entity in which a Director or officer is a Director or an officer or is financially interested, may not be either void or voidable because of this relationship or interest if:

(a) The fact of the relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested Director; and

(b) The contract or transaction is fair and reasonable to the Corporation.

Section 5. Loans or Guarantees. The Corporation may not lend money to or guarantee the obligation of a Director or an officer of the Corporation.

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