

**NATIONAL ASSOCIATION FOR BEHAVIORAL HEALTHCARE
EDUCATION AND RESEARCH FOUNDATION**

BYLAWS

ARTICLE I. -- Name and Location.

Section 1: Name.

The name of this organization shall be the National Association for Behavioral Healthcare Education and Research Foundation, a nonprofit corporation incorporated in the District of Columbia.

Section 2: Location.

The principal office for the corporation shall be located at 900 17th Street, N.W., Suite 420, Washington, DC 20006. The Board of Directors shall have the power to change said principal office and to establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE II. -- Objectives.

The objectives of the organization are:

(1) To promote research, education and advancement in the area of behavioral healthcare; and

(2) To undertake all other and further activities consistent with implementing the above-mentioned objectives.

ARTICLE III. -- Membership.

Section 1: Members.

The sole members of this organization shall be those persons duly elected or appointed as members of the Board

of Trustees of the National Association for Behavioral Healthcare ("NABH"). The members of the corporation are those persons of the Board of Trustees as of the date of submission of this Restated Articles of Incorporation. Thereafter, persons shall become members of the corporation immediately upon their election or appointment to the Board of Trustees of NABH, and without further action on behalf of the corporation.

Section 2: Duration.

Each member shall serve as long, but only as long, as he is a duly elected or appointed, qualified and acting member of the Board of Trustees of NABH.

Section 3: Voting.

Each member shall have one (1) vote with respect to all matters subject to vote by the corporation's members. At every meeting of members, each member shall be entitled to vote in person, or by proxy duly appointed by instrument in writing which is subscribed by such member and which bears a date not more than eleven (11) months prior to such meeting unless such instrument itself provides for a longer period. Upon the demand of any member, the vote upon any question before the meeting shall be by ballot. All questions shall be decided by a majority vote of the persons present in person or by proxy who have voting rights unless otherwise expressly provided for by these Bylaws.

ARTICLE IV. -- Meetings of Members.

Section 1: Annual Meeting.

The annual meeting of the members shall be held at such time and via such method, including electronic or telephonic means, as called by the President or by a resolution of the Board of Directors. Unless otherwise determined by the President or by a resolution of the

Board of Directors, fourteen (14) days' notice of said meeting shall be necessary.

Section 2: Special Meetings.

Special meetings of the members may be called at any time by the President or by resolution of the Board of Directors, and all such calls shall be in writing and state the time and place and purposes of the meeting, including telephonic and electronic meetings, as well as meetings held via written consent, and shall be filed with the Secretary-Treasurer. No business shall be transacted at a special meeting other than as stated in the purposes set forth in the call. Notice of special meetings of the members shall be given by the Secretary-Treasurer, stating the time and place of the meeting and the purposes thereof. Notice of special meetings shall be sent to each member at his address (physical or electronic, such as email), appearing on the records of the corporation, at least twenty-four (24) hours prior to the time for holding such meetings. Special meetings may be held at the principal office of the corporation or at any other place or via any other method fixed in the call therefore.

Section 3: Quorum.

At any meeting of the members, whether annual or special, the presence of a majority of the members shall constitute a quorum. No business, other than to adjourn the meeting, may be transacted in the absence of a quorum.

Section 4: Action with Written Consent.

Any action which may be taken at a meeting of members, may be taken without a meeting, if authorized by a writing signed by a majority of the members who would be entitled to vote at a meeting for such purpose and filed with the Secretary-Treasurer of the corporation. Such action constitutes a meeting of the members and shall be recorded appropriately.

Section 5: Telephonic or Electronic Meetings.

Any meeting may be held by conference telephone, electronic video screen, or similar communication equipment, as long as all members participating in the meeting can hear one another. All such members shall be deemed to be present in person at such a meeting.

ARTICLE V. -- Board of Directors.

Section 1: Number, Election and Term.

The Board of Directors shall consist of five (5) Directors who may, but need not, be Members, and one (1) of whom shall be a NABH staff person, as recommended by the NABH CEO and voted on by the Members. At the meeting of the Members at which these Bylaws are adopted, all Board of Directors positions shall be filled by a majority vote of the members present and voting. Said Directors shall serve renewable terms of two (2) calendar years, beginning January 1 of each even numbered year. Directors elected at the meeting at which these By-Laws are adopted shall hold office until December 31, 2022, unless they are otherwise removed as provided in these By-Laws.

Section 2: Removal and Appointment.

Any Director may be removed by an affirmative vote of three-fourths (3/4's) of the members present and voting at any meeting of the members; provided that said Director receives written notice, setting forth the reasons for dismissal, sent to said Director at least ten (10) days prior to the date of such meeting. Upon removal of any Director or Directors, the remaining Directors shall be authorized to fill said vacancies by a majority vote. Any Director so appointed shall serve until the end of that term.

Section 3: Powers.

The Board of Directors shall have full power to control and manage the property and conduct the affairs and business of the corporation in a manner that furthers the interests and objectives of the corporation. Unless otherwise provided for in these By-Laws, business shall not be transacted in the absence of a quorum which shall be a majority of the Board of Directors. The Board of Directors, by an affirmative vote of two-thirds (2/3's) of all Directors, may delegate to any committee of not less than two (2), the members of which may be either Directors or members of this corporation, any specific portion of the powers of this corporation. The Board of Directors shall also have the power to hire any and all employees and consultants to assist in managing the affairs of the corporation.

Section 4: Duties.

It shall be the duty of the Board of Directors, in addition to the other duties imposed on them by law and these By-Laws, to keep a complete record of all their minutes and acts and of the proceedings of the members showing in detail the assets and liabilities of the corporation and generally the condition of its affairs; to supervise all committees, officers, representatives, agents and employees; to arrange, handle, conduct and maintain all property and assets of the corporation; to invest and reinvest all money, funds and securities of the corporation; and to create and conserve a reserve fund to be used for promoting the purpose of the corporation.

Section 5: Compensation and Fees.

Directors shall not receive any compensation for their service as Directors. Nothing herein shall preclude any Director from serving the corporation in any other capacity as an officer, agent, consultant, employee or otherwise, and receiving a reasonable compensation therefor.

ARTICLE VI. -- Directors' Meetings.

Section 1: Regular Meetings.

The regular meeting of the Directors shall be held twice annually with fourteen (14) days' notice, unless otherwise determined by the President or by a resolution of the Board of Directors.

Section 2: Special Meetings.

Special meetings of the Directors may be called at any time by the President, by any Vice-President, or by any two or more Directors. Written notice of the time and place of special meetings shall be sent to each Director at least twenty-four (24) hours in advance of any special meeting.

Section 3: Action with Written Consent.

Any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if authorized by a writing signed by a majority of the Directors who would be entitled to vote at a meeting for such purpose and filed with the Secretary-Treasurer of the corporation. Such action constitutes a meeting of the Board of Directors and shall be recorded appropriately.

Section 4: Telephonic or Electronic Meetings.

Any meeting may be held by conference telephone, electronic video screen, or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

ARTICLE VII. -- Officers.

Section 1: Description.

The officers of this corporation shall be a President, a Vice-President, a Secretary-Treasurer, and such other officers as the Board of Directors may appoint.

Section 2: Election of Officers.

At the meeting at which these By-Laws are adopted and thereafter at the last regular meeting of the Board held immediately after adjournment of the annual meeting of members at which any new Directors are elected, the Directors shall, by a majority vote of those present and voting, elect the officers who, unless removed from office, shall hold office until the election of their successors. Officers must Directors of this corporation. The Directors may, at any time and with or without finding any cause therefor, remove any officer by a majority vote of those present and voting. If the office of any officer becomes vacant by reason of death, resignation, removal or otherwise, the Board of Directors shall elect a successor who shall hold the office for the unexpired term.

Section 3: President.

The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and offices of the corporation. Unless the Board of Directors directs otherwise, the President shall: (a) preside at all meetings of members and at all meetings of the Board of Directors; (b) be an ex-officio member of all committees; (c) have the general powers and duties of management usually vested in the office of President of a corporation; and (d) have such powers and duties as may be prescribed by the Board of Directors or by these By-Laws.

Section 4: Vice-President.

In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the instructions upon, the President. The Vice-President shall have such other powers and perform such other duties as from time-to-time may be prescribed to him by the Board of Directors or these By-Laws.

Section 5: Secretary-Treasurer.

The Secretary-Treasurer shall have the following responsibilities, and may delegate such duties as appropriate to NABH and its staff. At all times, the Secretary-Treasurer is responsible for the review and approval of any delegated action.

The Secretary-Treasurer shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these By-Laws or as required by law, and in general shall perform all duties customary to the office of Secretary.

The Secretary-Treasurer shall be responsible for all funds and securities of the corporation and shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the corporation and shall deposit or cause to be deposited all monies and other valuable property of the corporation in the name and to the credit of the corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Secretary-Treasurer shall render a statement of accounts and at all reasonable times exhibit the books and accounts to any officer or Director of the corporation.

In the absence of the Secretary-Treasurer or in case of inability to act, an Assistant-Secretary-Treasurer designated by the Board or by the President, shall perform the duties of the Treasurer.

ARTICLE VIII. -- Amendments.

These By-Laws may be amended by the vote or written assent of a majority of all of the members. The Board of Directors may change the number of authorized Directors, subject to the right of the members to repeal that change at the next general or special meeting of the members.

ARTICLE IX. -- Distribution of Assets on Dissolution.

In the event of the termination, dissolution, or the winding up of the affairs of the corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed for purposes consistent with Section 501(c)(3) of the Internal Revenue Code.

Adopted on: Month, Day 2020