

**CALIFORNIA ASSOCIATION OF MENTAL HEALTH
PATIENTS' RIGHTS ADVOCATES
BY-LAWS**

ARTICLE I – NAME

Sec. 1. The name of the organization will be: CALIFORNIA ASSOCIATION OF MENTAL HEALTH PATIENTS' RIGHTS ADVOCATES (CAMHPRA).

ARTICLE II – PURPOSE

Sec. 1. Purpose

The purpose of this Association is to establish a professional organization of patients' rights advocates to:

- A. Develop and promote professional and ethical standards.
- B. Monitor, analyze, and provide education on legislation and public policy developments on mental health patients' rights and advocacy issues.
- C. Work to ensure that consumers of mental health services receive the services to which they are entitled and desire.
- D. Promote the organization and empowerment of mental health consumers.
- E. Promote continuous training of patients' rights advocates through conferences and the establishment of an information network for the dissemination of relevant materials.
- F. Exercise all rights and powers conferred on nonprofit associations under the laws of California including the power to contract, rent, buy, or sell personal or Real property; provided, however, that this Association shall not, except to an insubstantial degree, engage in activities or exercise powers that are not in the furtherance of the primary purpose of this Association.

ARTICLE III – USE OF NAME

Sec. 1. Use of Name

No member shall use the name of the Association to oppose policies or programs of the Association or use the Association's name to promote policies or programs not agreed upon by the Association's established channels used to change a policy or program.

Sec. 2. Individual Rights

The freedom of speech of an individual member to state their personal opinion in their own name is not abridged.

ARTICLE IV - MEMBERSHIP

Sec. 1. Membership

A. General Membership:

The primary General Membership shall consist of persons who are Patients' Rights Advocates according to the provisions of the Welfare and Institutions Code, Sections 5500 – 5550 Inclusive. Patients' Rights Advocates, employed or contracted designated pursuant to the statute, shall be automatically eligible for CAMHPRA membership without need for submitting an application.

In addition to those General Members previously identified, the Board of Directors shall create and charge a membership committee to review applications and recommend General Memberships to the Board of Directors for individuals who are associated with independent advocacy organization that are consistent with the purposes set forth in CAMHPRA's Advocacy Principles. These General Members shall be referred to as Independent Advocacy Organizations General Members.

B. Associate Membership:

Individual consumers, consumer advocates, and attorneys who are not affiliated with an independent advocacy organization but whose advocacy philosophy is consistent with CAMHPRA Principles shall be eligible for Associate Membership upon submission of an application and approval by the majority vote of the Board of Directors.

C. Termination and Renewal:

1. Termination. A member whose dues remain unpaid after the due date shall be dropped from membership.
2. Renewal. Terminated memberships shall be renewed upon payment of current annual dues.

D. Suspension of Membership

Any member who violates Article III (Use of Name) may be suspended or expelled from membership by Board of Directors, with at least three-fourths of the Board concurring that a violation has occurred. Suspension shall be for a period of one year.

Sec. 2. Dues

- A. The annual dues of all members shall be established by the Board of Directors. Upon approval of the Treasurer, payment of dues may be prorated based on when the application for membership is approved.

Sec. 3. Voting and Other Rights of Members

All General Members shall have voting rights. The property, voting, and other rights, interests, and privileges, if any, of each General Member shall be equal. No General Member shall hold more than one General Membership in the Association. No General Member shall have any property, voting, or other interest in the assets or of the affairs of this Association except as expressly provided in these By-Laws.

Associated Members shall not have voting rights.

ARTICLE V – OFFICERS

Sec. 1. Officers

There shall be a President, Vice President, Secretary and Treasurer. The President and Vice President must be from different regional coalitions.

Sec. 2. Duties

- A. PRESIDENT: The President of the Association shall:
 1. Be the Chief Officer of the Association and shall, subject to the control of the Board of Directors, supervise the affairs of the Association.

2. Preside at all meetings of the Board of Directors and the members.
- B. VICE PRESIDENT: The Vice President of the Association shall perform all duties of the President in the absence, inability, or refusal to act of the President, and shall perform other such duties as prescribed by the Board of Directors.
- C. SECRETARY: The Secretary shall:
1. Certify and keep at the principal office of the Association the original or a copy of the current by-laws as amended or altered by the membership.
 2. Keep at the principal office of the Association and at such other place as the Board may determine, a book of the minutes of all meetings of the Board of Directors and the membership, recording therein the time and the place of holding, whether regular or special, and if special, how called, how notice thereof was given, the names of those present at the meetings of the Board of Directors.
 3. Disseminate minutes to members upon request.
 4. Publish for all members the meeting schedule.
 5. Keep a record of absences of Board members and notify any members if they have to resign.
- D. TREASURER: The Treasurer shall:
1. Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
 2. Receive and give receipt for monies due and payable to the Association from any source.
 3. Disburse or cause to be disbursed the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for such disbursements, gains, and losses. The Treasurer can sign checks with the consent of the President.

4. Render to the President and Directors, whenever requested, an account of any or all financial transactions and of the financial condition of the Association.
5. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to included in any required reports. This shall include all required Federal and State tax returns and non-profit corporation filings required by the State of California.

Sec. 3. Tenure

All officers shall take office at the Annual Meeting. All officers shall serve for a term of two years or until their successors are elected and assume office.

- A. REMOVAL. Any officer may be removed by a three-fourths vote of the Board of Directors.
- B. RESIGNATION. Any officer may effectively resign upon a 30-day notice by giving written notice to the Board of Directors unless such notice specifies a later effective date.
- C. VACANCIES. A vacancy is created when an officer ceases to be a voting member of the Association as described in Article IV. A vacancy in office shall be filled for the unexpired term by appointment by the Board of Directors.

ARTICLE VI BOARD OF DIRECTORS

Sec. 1. Board of Directors

- A. MEMBERSHIP AND DUTIES. The board of Directors shall be composed of up to 17 directors.
 - a) Four (4) Executive Officers elected by the general membership
 - b) One (1) elected representative from each of the four (4) regional coalitions
 - c) The immediate past president of the CAMHPRA Board of Directors
 - d) Up to four (4) at large directors
 - e) Up to four (4) emeritus advocate directors

Title IX members shall constitute a majority of the Board. CAMHPRA encourages the selection of clients and other independent members in every category of Board member. At least two (2) Board members shall be clients.

It shall manage the business and affairs of the Association and exercise all proper corporate powers in conformity with the policies and programs of the Association. It shall be subject to the orders of the membership and none of its actions shall conflict with the action taken by the membership at properly called regular and special meetings.

In the event an elected regional representative cannot attend a board meeting, an alternate advocate from the regional coalition can be selected to attend. The selection needs to be confirmed in writing by the Coalition chair to the Board chair.

B. REGIONAL REPRESENTATIVES. Each of the four regional Coalitions (Far Northern, Bay Area, Central Valley, and Southern) of patients' rights advocates shall elect one representative to the Board of Directors for a term of one (1) year at or prior to the annual meeting of the Association.

C. PAST PRESIDENT. The immediate past president of CAMHPRA shall serve a term that coincides with that of the president.

If for some reason the president resigns during the term, the past president shall remain on the Board until the original term expires. If for some reason the past president resigns midterm or chooses not to continue serving on the Board or does so in another designated position (other officer or regional representative), the position of immediate past president shall revert to an at-large director position with a one (1) year term until such a time as there is again an immediate past president to fill this position.

D. AT-LARGE DIRECTORS. The CAMHPRA Board of Directors shall elect up to four (4) CAMHPRA members to serve as at-large directors for a term of one (1) year, commencing at the annual meeting, to serve on the Board of Directors.

E. EMERITUS ADVOCATE DIRECTORS. Retired or former Title 9 advocates with at least ten (10) years of experience as a county patients' rights advocate and five (5) years of service as a member of the CAMHRPA Board of Directors.

The CAMHPRA Board of Directors shall elect up to four (4) emeritus advocate directors for a term of one (1) year, commencing at the annual meeting, to serve on the Board of Directors.

Sec. 2. Board Meetings

- A. SPECIAL MEETINGS. Special meetings may be called at any time by the President or upon written request of two members of the Board of Directors. At least 24-hour notice will be given to all Board members of special meetings. Telephone meetings may be held at the discretion of the President.
- B. QUARTERLY MEETINGS:
1. The Secretary of the Association or other person designated by the President shall deliver notice of the time and place of regular Board meetings to each member at least 30 days prior to the day of the meeting. The notice shall be addressed to each director at the address shown on the books of the Association. Notice shall specify the place, day, and hour and general nature of business to be transacted.
 2. Quarterly Board Meetings: Division into “General” and “Executive” sessions
 - a) General Session: Board business to include attendance, approval of minutes, Treasurer’s report, coalition reports, other board business, e.g. PRAT luncheon, etc.
 - b) Executive Session: In-depth discussion of any sensitive issues raised by coalition reports, positions on legislation, potential litigation, presentations by other organizations that may be sensitive, etc.
- C. ANNUAL MEETINGS/OFFICER ELECTIONS AT PRAT:
1. The Annual Board Meeting at PRAT is designated as an “Open” meeting.
- D. ATTENDANCE AT BOARD MEETINGS
1. Quarterly Meetings
 - a) It is the responsibility of all board members: executive officers, coalition representatives, at-large directors, and emeritus directors, to make every effort to attend quarterly board meetings.
 - b) All Title 9 PRAs (CAMHPRA members and non-CAMHPRA members) may attend quarterly board meetings.

- c) Non-CAMHPRA/non-PRAs who are asked by the Board to conduct presentations to or consult with the board on specific matters may, with the permission of the Board, be permitted to attend all or part of the General and Executive Sessions.
- d) Non-CAMHPRA/non-PRAs who request to attend in advance of a CAMHPRA board meetings may, with the express permission of the Board, attend the General Session and/or Executive Session.

2. Annual Meetings/Officer Elections at Patients' Rights Advocacy Training (PRAT)

All CAMHPRA members and all Title 9 PRAs who are not yet members are welcome to attend in order to encourage participation in elections and foster the interest of new PRAs in joining CAMHPRA.

- E. QUORUM: A majority of the current members of the Board of Directors shall constitute a quorum.
- F. ABSENCES: The total of two absences of representation from a regional Coalition shall constitute a resignation for the Representative of that region.

Two total absences of an independent advocacy organization member representative in a year shall constitute a resignation of the director so absent. The director shall be so notified in writing.
- G. RESIGNATIONS: Any director may resign upon 30 days written notice to the President by any officer unless the notice specifies a later effective date for the resignation.
- H. VACANCIES: A vacancy of a regional coalition Representative and/or independent advocacy organization member representative shall be filled by its respective constituency. Vacancies shall be filled within 30 days.
- I. STAFF: The Board of Directors may appoint and/or hire an executive director and other such administrative staff as the business of the Association may require.

Sec. 3. Committees

The Association shall have such standing and ad hoc committees as may from time to time be deemed necessary by the President and with the approval of the

Board of Directors, or at the direction of the members at annual or special membership meetings.

Sec. 4. Lobbying

(This section to include wording on who will be responsible for signing letters in support or in opposition to State or Federal legislation or other proposed government action such as proposals before Boards of Supervisors, Mental Health Boards, etc. This will state who will accept responsibility when some officers are prohibited, even as an officer from an independent association, from being actively involved in lobbying efforts. This section would clarify who on the Board shall assume responsibility for signing lobbying correspondence.)

ARTICLE VII – ELECTIONS

Sec. 1. Elector of Directors and Officers

- A. Officers and Board members shall be elected by written ballot at the annual meeting by the members. Directors who are representatives as defined in Article VI, Section 1B shall be elected by the respective constituents.

- B. In the event of extreme and unforeseen circumstances warranting state and local governments to impose restrictions prohibiting large in-person gatherings to ensure public health and safety (e.g., a pandemic or natural disaster), the Board of Directors shall be invested with the authority upon a majority vote of the members convened at a regular special meeting, a quorum being present, to approve the delay or temporary suspension of the procedures set forth in Section 1-A above. Election of Executive Officer (President, Vice President, Treasurer, and Secretary) shall be conducted via electronic communication with the voting membership using the statewide patients' rights listserv (pras.lists@disabilityrightsca.org). The delay or temporary suspension shall continue until such time as large, in-person gatherings may resume. During the interim, the following election procedures for Executive Officers to the Board of Directors shall be in effect:
 1. The current Secretary to the Board of Directors shall send a message notifying the current membership with voting privileges that due to an extreme and unforeseen circumstance, the Board of Directors is invoking the authority to establish interim election procedures for Executive Officers

to the Board of Directors.

2. The Secretary's message shall include a request of members to volunteer or submit nominations to stand for election to Executive Officer seats on the Board of Directors. Members of the current Board of Directors may also suggest candidates or volunteer to stand for re-election to their current Executive Officer seats or another seat.
3. Members shall have 30 days to volunteer or submit nominations to stand for election for an Executive Officer seat on the Board of Directors.
4. If members fail to volunteer or submit nominations for each Executive Officer position, the current Board of Directors shall attempt to recruit members to stand for election to fill Executive Officer seats for which nominations were not submitted. The Secretary shall contact each person, who was nominated or volunteered, to confirm their willingness to stand for election.
5. The current Board of Directors shall compose and approve a slate of candidates for Executive Officers from the list of nominees and volunteers submitted to the Secretary. Approval of the slate shall require two-thirds vote of the current Board members. The approval may be accomplished via electronic communication among the Board members.
6. The Secretary shall send the slate of candidates along with a brief biography of each to the membership for their votes.
7. Elections shall require a 50% + 1 majority of active members based on the most current membership roster. Members shall have 30 days to submit their votes to approve or disapprove the slate of candidates.
8. If a 50% + 1 majority is not achieved, the current Board of Directors shall have the authority to approve the slate of candidates at the next regular meeting or a special meeting of the Board convened pursuant to Article VIII Section 2-D. With a quorum present, the Board must approve the slate of candidates by a two-thirds vote.
9. The Secretary shall notify the membership of the results of the election.

Sec. 2. Nomination of Officers

The nomination, with the consent of the nominee, may be submitted to the Secretary in writing or presented from the floor during the annual meeting.

Sec. 3. Order of Elections

The election of officers and regional coalition representatives shall precede the appointment of at-large members and take place in the following sequence: President, Vice President, Treasurer, and Secretary. Appointment of at-large members shall be approved by a majority vote of the Officers and regional coalition representatives.

Sec. 4. Qualifications of Voting Members

Fulfill requirements of full membership as stated in the by-laws.

ARTICLE VIII – MEETINGS AND QUORUMS

Sec. 1. Place of Meetings

Meetings of the members shall be held at an appropriate and convenient location designed for that purpose from time to time by the Board of Directors.

Sec. 2. Meetings

- A. The members shall meet annually at such a time and place as determined by the Board of Directors.
- B. Members are to be given written notice 60 days prior to the designated date.
- C. At the annual meeting, members shall elect the Association's Board of Directors. Each voting member may cast one (1) vote for each vacancy. Voting shall be held by ballot and a majority of the votes cast shall be necessary for election. When there is but one nominee for office, the vote may be taken by voice.
- D. Special meetings of the membership may be called at the discretion of the Board of Directors with the majority of directors voting for such a meeting or with 33% of the voting members requesting a meeting.

ARTICLE IX – PROCEDURE

Sec. 1 Amendment of By-Laws

- A. New by-laws may be adopted or existing by-laws may be repealed or amended at any regular or special meeting of the Board of Directors by a two-thirds majority vote.

The wording of any proposed amendment to the by-laws to be considered at any meeting must be sent to each member of the Board of Directors at least seven (7) working days in advance of any meeting called for the purpose of adopting said by-law.

Notification of new by-laws adopted or existing by-laws repealed or amended shall be sent to all members of the Association within thirty (30) days of the change. Members having objection to new by-laws or by-laws repealed or amended shall have opportunity to discuss the objection at the annual meeting. Members may vote to repeal the amendment by majority vote at the annual meeting.

Sec. 2. Parliamentary Authority

ROBERT'S RULES OF ORDER REVISED shall serve as a guide in all proceedings of the Association where they may be applicable and where they are not in conflict with these by-laws and the Articles of Incorporation.

Sec. 3. Motions

- A. Motions are recommended proposals made to the Board of Directors by another constituent member for the purpose of securing approval for a specific course of action. Motions may include, but are not limited to, recommendations to support or oppose specific state or federal legislation, state or county government agency actions, and proposals to amend the organization by laws. Whenever possible, motions are properly reserved for business conducted at quarterly, annual, and special Board of Directors meetings.
- B. To propose a motion for consideration by the Board of Directors for discussion and a vote, there must be a quorum of the board present at any properly convened meeting. A proper meeting includes meetings convened with members participating in-person, by telephone, video conference or any combination thereof. A quorum shall be considered the minimum number of board members who must be present at any properly convened meeting to conduct business. For the CAMHPRA Board of Directors, a quorum for any meeting shall be established by the presence of a simple majority of the voting members as currently constituted. After a quorum is established, and subsequently a voting member or members leave the meeting, such that a

quorum is no longer present, does not affect the original establishment of a quorum or the ability of the board to continue to conduct business.

- C. Routine Motion Procedures (proposed at board meetings conducted in-person, by telephone, video conference, or any combination thereof):
1. Any board member present may propose a motion.
 2. Each motion must be seconded by another board member present at the meeting.
 3. After a motion is seconded, a discussion/debate on the relative merits in favor of or in opposition to the motion shall follow.
 4. Upon conclusion of the discussion/debate, the President of Board or his/her designee, in the absence of the President, shall call for a vote.
 5. A simple majority vote of the quorum present in favor of the motion is required for the board approval.
- D. Procedures for Urgent Motions (A time-sensitive motion that warrants prompt action that cannot wait for the next scheduled quarterly board meeting or to convene a special meeting of the board. This by law subsection recognizes that action on important issues will not always coincide with routine scheduled quarterly meetings of the board and the urgent need for action makes it impracticable to first arrange a special meeting of the board. Under such circumstances the board may consider a motion, proposed by a board member, via e-mail.)
1. Urgent motions may include but are not limited to securing board approval to sign onto a letter in support of or opposition to proposed state or federal legislation, or to support or oppose a proposed state or county government agency action.
 2. Any member of the board may propose an urgent motion by submitting it via e-mail through the CAMHPRA Board of Directors distribution list at camhpra@googlegroup.com
 3. Since discussion is not practicable, the board member making the motion shall include sufficient information to support the board approving immediate action and for board members to make informed decisions in favor of or opposition to the motion. At minimum, the proposed motion shall include the following:
 - a) A brief statement explaining the details of the proposed motion and the urgent need for board action.

- b) Provide copies of documents relevant to the proposed motion (e.g., a support/opposition letter from another advocacy group or organization, a summary of proposed legislation, a copy of a proposed state or county government agency action)
4. The motion must be seconded by another board member responding to the message before a call for a vote is given.
5. The President of the Board, or his/her designee, if the President is not available, shall issue a message calling for a vote. In the absence or unavailability of the President, the executive officer chain of responsibility for issuing the message will pass, in order, to the Vice President, Secretary and finally to the Treasurer of the Board.
6. Approval of an urgent motion shall require a majority of members of the Board of Directors, as presently constituted, to vote "aye". Conversely, if the motion does not receive a majority approval, it fails and CAMHPRA will take no action.

E. Recording and Tracking Routine and Urgent Motions and Results

1. For routine motions, it shall be the duty of the Secretary to the Board of Directors to record all motions and the results in the minutes for the meeting during which the motion was made. The entry shall include:
 - a) A brief description of the motion.
 - b) Name of the board member making the motion.
 - c) Results of the vote on the motion.
2. For urgent motions, it shall be the duty of the Secretary to the Board of Directors to track the "yeas" and "nays" cast by board members. As soon as possible after a majority vote for or against the motion is determined, the Secretary shall communicate the results to members of the board. If the Secretary is unavailable to carry out the duty, the responsibility for vote tracking and communicating the results shall fall to the board member who proposed the motion.
3. The Secretary shall record an entry of the urgent motion process, as set forth in E-1 above, in the minutes of the quarterly board meeting preceding the date the motion was submitted, and the results finalized. The motion shall be put on the agenda for the next scheduled board meeting for follow-up discussion.
4. In the absence of the Secretary, the board member who proposed the motion shall forward a message to the Secretary that includes the

information required in E-! above. The Secretary shall put the motion on the agenda for the next scheduled meeting of the Board for follow-up discussion.

Approved by Board of Directors: December 9, 2020
Subject to ratification by membership: Annual meeting 2023
Amended: November 9, 2022