

BYLAWS OF
THE INTERNATIONAL CENTER FOR MENTAL HEALTH AND HUMAN RIGHTS

ARTICLE I
NAME AND LOCATION

1.1 Name. The name of this nonprofit organization shall be the International Center for Mental Health and Human Rights

1.2 Office. The principal office of the Corporation shall be located in the City of Austin, County of Travis, in the State of Texas. The Corporation may have such other offices within the State of Texas as the Board of Directors may determine, or as the affairs of the Corporation may require from time to time.

1.3 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Business Organizations Code. The registered office may be, but need not be identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors. The registered address for the International Center for Mental health and Human Rights is 2525 Wallingwood Drive, Building 9 , Austin Texas, USA, 78746 and the registered agent at such address is Gaea Logan

ARTICLE II
CORPORATE PURPOSES

2.1 Corporate Status. The International Center for Mental Health and Human Rights was incorporated on October 12, 2010 as a Texas Non-Profit Corporation.

2.2 Corporate Purpose. The International Center for Mental Health and Human Rights is organized and will be operated exclusively for charitable and educational purposes, as a Non-Profit corporation under the Texas Business Organizations Code.

2.3 Limitations on Activities. Consistent with its charitable and educational status, The International Center (a) shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office; (b) no part of net earnings shall inure to the benefit of officers, directors or other private persons, except that it is authorized and empowered to pay reasonable compensation for services rendered and otherwise to make payments and distributions in furtherance of its charitable and educational purposes; and (c) shall take only actions permitted an organization exempt from taxation under the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE III MEMBERSHIP

3.1 Membership Qualification. Membership is open to persons who subscribe to the purposes of the Corporation, express an interest in these purposes, adhere to the terms and conditions of membership as prescribed in these bylaws or as prescribed by the Board of Directors in conformity with these bylaws.

3.2 Membership Privileges. Each member shall be entitled to: (1) participate fully in and receive benefits from all programs and functions of the Corporation and; (2) have one vote on each matter submitted by the Board of Directors to a vote of the members The various categories of membership shall be as established by the Board from time to time.

3.3 Effective Date of Membership. Membership shall be effective upon receipt of approval of membership application as prescribed by the Board of Directors in conformity with these bylaws.

3.4 Resignation. Any member may resign by filing a written resignation with the Secretary of the Board of Directors.

3.5 Transfer of Membership. Membership in the Corporation is not transferable or assignable.

ARTICLE IV

MEETINGS OF MEMBERS

4.1 Regular Meetings. The Annual Meeting of the Corporation's members for the election of Directors and the transaction of any business shall be held at such place as designated by the Board of Directors. Written notice of membership meetings shall be mailed to all members at least ten (10) days before any such meeting. Notice may be provided by letter, postcard, electronic mail, or through a newsletter of the Corporation.

4.2 Special Meeting. Special Meetings of the corporation's membership shall be called at any time when so directed by the Board of Directors. Notice of any such meeting and the purposes for which it is called shall be posted at the principal office and mailed to each member, in the same manner as provided for regular meetings, unless the Board of Directors shall declare emergency necessitates the giving of shorter notice.

4.3 Qualification for Voting. No person who is not a member in good standing shall be entitled to vote at such meeting.

4.4 Proxy Vote. No proxy voting shall be allowed.

4.5 Quorum. Twenty-five percent (25%) of the membership in good standing shall constitute a quorum for the transaction of business at any

membership meeting of the Corporation, but a lesser number shall have power to adjourn to a specified later date.

4.6 Procedures Resolution. Procedures for the conduct of meetings of the Corporation's membership shall be designated by the Board of Directors. Any question concerning parliamentary procedure at membership meetings shall be determined by reference to Roberts Rules of Order, unless otherwise directed by these bylaws.

4.7 Matters Subject to Membership Vote. Members will be entitled to vote on the election of officers and as the Board determines.

4.8 Reports to the Membership. The President of the Board of Directors (or designee) shall present a report on the Operations and programs of the Corporation at each regular meeting of the membership.

4.9 Agendas. Written agendas shall be provided for each meeting. Agenda items for regular meetings must be submitted to the President at least fifteen days prior to the scheduled meeting; and completed agendas must be posted at the principal office of the Corporation and mailed to each member at least ten days prior to the scheduled meeting. At the President's discretion, urgent items may be added to the agenda when presented to the President at least twenty-four hours in advance of the scheduled meeting.

ARTICLE V

BOARD OF DIRECTORS

5.1 Authority. The Board shall have control of and be responsible for the management of the affairs and property of the Corporation; shall have power to appoint and remove all officers in accordance with the provisions of Article VII of these bylaws, and to prescribe their duties, not inconsistent with the provisions

of these bylaws; shall have the power to remove a Director from the Board for cause in accordance with the provisions of Paragraph 5.7 of these bylaws; and generally shall have full power to do, or require to be done, everything deemed necessary or expedient for the promotion and protection of the welfare of the Corporation.

5.2 Number of Directors. The Board of Directors shall consist of 5 persons. The number of directors may be increased or decreased from time to time by amendment to the bylaws provided that the number shall not be less than three.

5.3 Elections. Directors shall be elected by a plurality of the votes cast by ballot by members of the Corporation at the annual meeting of the membership designated for that purpose, or received by mail on or before the date of the annual membership meeting in the event of mail balloting.

5.4 Terms. Each Director shall hold office for a term of two years and until a successor shall have been elected. Any Director whose term has expired shall be eligible for re-election. Terms of the Directors may be staggered, at the option of the membership.

5.5 Vacancies. Any vacancy of the Board of Directors may be filled by an election held by the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

5.6 Compensation. No member of the Board of Directors shall receive any salary or pecuniary compensation for services as a Director but, subject to the approval of the Executive Committee, may be reimbursed for out-of-pocket expenses necessarily incurred in the discharge of duties as such.

5.7 Removal. The absence of a Director from three regular meetings of the Board of Directors in a twelve month period shall be cause for the automatic

removal from the Board unless, for good cause shown, this provision shall be waived by the Board of Directors.

5.8 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

5.9 Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting pursuant to a consent in writing setting forth the action so taken and signed by all the Directors.

5.10 Financial Liability. Directors shall not be personally liable for debts incurred by the Corporation.

ARTICLE VI MEETING OF BOARD OF DIRECTORS

6.1 Regular Meetings. The Annual Meeting of the Corporation's Board of Directors for the election of Officers and the transaction of any other business shall be held immediately following the annual meeting of the members at which such Board is elected. Regular meeting of the Board of Directors shall be held at least monthly. Written notices of all regular meetings of the Board of Directors shall be mailed to all members of the Board and posted at the principal office of the Corporation at least five days before any such meeting. Notice may be provided in the form of letter, postcard, or through a newsletter of the Corporation, or through inclusion in a mailed agenda.

6.2 Special Meetings. Special Meetings of the Board of Directors shall be called at any time by the Secretary, when so directed in writing by the

President, or upon written request to the President of a Board member. Notice of any such meeting and the purposes for which it is called shall be posted at the principal office and mailed to each member of the Board, in the same manner as provided for regular meetings, unless members of the Board requesting or consenting to such meeting shall declare that an emergency necessitates the giving of shorter notice. In such an emergency, notice of a Special Meeting may be given to members of the Board by telephone, provided that written notice is also posted at the principal office of the Corporation, and provided that notice is posted and given by telephone no less than forty-eight hours before the time of such Special Meeting. Notices of Special Meetings must clearly state the purposes of such meetings.

6.3 Agendas. Written agendas shall be provided for each meeting. Agenda items for regular meetings must be submitted to the President prior to the scheduled meeting; and completed agendas must be posted at the principal office of the Corporation and mailed to each member of the Board prior to the scheduled meeting. At the President's discretion, urgent items may be added to the agenda when presented to the President at least twenty-four hours in advance of the scheduled meeting.

6.4 Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

6.5 Voting. Unless otherwise specified in these bylaws, a majority of those present and voting shall prevail in any Board action.

6.6 Open Meetings. All meetings of the board shall be open to the membership, except that the Board may meet in closed session to discuss personnel matters or to receive outside legal counsel.

6.7 Procedures Resolution. Procedures for the conduct of meetings of the Board of Directors shall be designated by the Board. Any question concerning parliamentary procedure at Board meetings shall be determined by reference to Roberts Rules of Order, unless otherwise directed by these bylaws.

ARTICLE VII

OFFICERS

7.1 Officers. The Officers of the Board of Directors shall be President, Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Any Board member may serve in more than one position but the President and the Secretary must be different persons.

7.2 Election and Term of Office. The Officers of the Board shall be elected annually by the Board of Directors at the regular Annual Meeting of the Board. If the election of officers cannot be held at such meeting, such election shall be held as soon thereafter as possible. New officers may be created and filled at any meeting of the Board. Each officer shall hold office until a successor shall have been duly elected and thoroughly informed of the duties.

7.3 Removal. The Board shall have the power to remove by majority vote an officer for failure to perform prescribed duties, as determined in a regularly scheduled meeting of the Board. Removal from an office does not constitute removal from the Board.

7.4 Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

7.5 President. The President shall be the principal Executive Officer of the Corporation and shall in general supervise and control all the business and affairs of the Corporation, ensuring adequate communications with members and interested parties on the Corporation's activities. The President shall 1) preside at all meetings of the Board of Directors, 2) develop an agenda for all meetings, 3) initiate and appoint special committees that may be required from time to time, 4) provide leadership required to assure adequate performance of duties assigned to the Board, officers and any committees.

7.6 Vice Presidents. At its discretion, the Board of Directors may elect other Vice Presidents from time to time, assigning special duties and functions to such Vice Presidents at the time of their election.

7.7 Treasurer. The Treasurer shall perform the following duties: 1) be responsible for the accounting records of the Corporation; 2) present monthly financial statements to the Board; 3) present an annual financial statement to the Board; and 4) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

7.8 Secretary. The Secretary shall perform the following duties: 1) insure that the minutes of all meetings of members of the Board are kept; 2) post the minutes of such meetings in the office of the Corporation; 3) issue required notices and agendas of all meetings of the Board; 4) be custodian of the Corporate records and of the seal of the Corporation; and 5) in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

ARTICLE VIII COMMITTEES

8.1 Executive Committee. The Executive Committee shall consist of the President, the Vice President(s), the Treasurer, the Secretary, and one other Director elected by the Board of Directors. The immediate Past President shall serve, without vote, if not a member of the committee, as a consultant to the Executive Committee. The Executive Committee shall be responsible for dealing with matters of urgency that may arise between Board meetings. The committee shall meet at the discretion of the President. The Executive Committee must report on any decisions that it makes to the Board at the next board meeting and board needs to reaffirm such decisions.

8.2 Other Committees. Other committees may be appointed by the President with the advice and counsel of the board.

8.3 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at meeting at which a quorum is present shall be the act of the committee.

8.4 Rules. Each committee must adopt rules for its own government consistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE IX FINANCIAL

9.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officer so authorized by these Bylaws, to enter into any contract or execute and deliver and instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

9.2 Checks and Drafts. All checks, drafts, or orders for the payment of money, notice or other evidences of indebtedness issued in the name of the

Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

9.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

9.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE X BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. A member may request in writing permission from the Board of Directors, to examine the books and records of the Corporation during regular office hours, provided that such books shall not be removed from the premises.

ARTICLE XI FISCAL YEAR

The fiscal year of the Corporation end on the last day of December in each year.

ARTICLE XII PROHIBITED ACTIVITY

No part of the net earnings of the corporation shall inure to the benefit of,

or be distributable to its members, trustees, officers, or other private persons. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

The corporation shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986 as amended (“the Code”); the corporation shall not engage in any act of self-dealing which would be subject to tax under Section 4941 of the Code; the corporation shall not retain any excess business holdings which would subject it to tax under Section 4943 of the Code; the corporation shall not make any investments which would subject it to tax under Section 4944 of the Code; and the corporation shall not make any taxable expenditures which would subject it to tax under Section 4945 of the Code; or corresponding sections of any future federal tax code.

Upon the dissolution of the Corporation no Board member shall have any rights nor shall receive any assets of the Corporation. The assets of the Corporation are permanently dedicated to a tax-exempt organization, and upon dissolution, the assets after payment of any and all debts will be distributed to an organization which itself is tax-exempt under provisions of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XIII WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the

Texas Non-profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such a notice.

ARTICLE XIV DISSOLUTION

Upon the dissolution of the Corporation no Board member shall have any rights nor shall receive any assets of the Corporation. The assets of the Corporation are permanently dedicated to a tax-exempt organization for the purposes set forth in the Articles of Incorporation, the assets after payment of any and all debts will be distributed to an organization which itself is tax-exempt under provisions of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE XV AMENDMENTS

These Bylaws may be altered, amended or repealed; and new bylaws may be adopted by a two-thirds (2/3) vote of the entire Board at any regular meeting or at any special meeting if at least fourteen (14) days written notice is given of intention to alter, amend or repeal, or to adopt new bylaws at such meeting; provided only that any change in these bylaws adopted by the Board of Directors shall be submitted to the members for ratification at the next annual meeting of the members. The same process will be adopted for revisions to the Certificate of formation.

ARTICLE XVI INDEMNITY

15.1 Indemnity. The corporation shall indemnify any director or officer or former director or officer of the corporation, in accordance with Section 8.101, et seq., of the Texas Business Organizations Code or Article 2.02-1 of the Texas Business Corporation Act (or any revised, amended, or successor statute to such statute), against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding, whether civil or criminal, in which the person is made a party by reason of being or having been such director or officer, except in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to be liable for misconduct in performance of duty.