

BYLAWS
NAMI NORTH CAROLINA, INC.

Approved November 1, 2008
Revised by membership vote October 17, 2009

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NAMI NORTH CAROLINA, INC.

ARTICLE I

Mission

The mission of NAMI North Carolina is to promote recovery and optimize the quality of life for those affected by mental illness.

PURPOSE

NAMI will accomplish its mission through the following:

- Coordinate activities of state and local advocacy groups
- Serve as an information collection and dissemination center
- Promote excellence in health care facilities, staff, and programming for adequacy and accountability, influencing the pre-professional and continuing education of mental health service providers
- Promote new and remedial legislation
- Foster public education, awareness and support
- Advocate for quality recovery-oriented care and individualized services for persons with mental illness at all times. These services must be freely available to all persons when and where they need them, regardless of the individual's setting or status – homeless, residential, extended care, outpatient, inpatient, independent living, schools or criminal justice settings
- Promote services and supports in the community including appropriate living arrangements linked with supportive social, vocational rehabilitation and employment programs
- Improve private and governmental funding for mental health facilities and services, care and treatment, and residential and research programs
- Collaborate with other national and international mental health and substance abuse organizations and advocacy groups
- Delineate and enforce rights of persons with serious mental illness and their families
- Solicit and receive funds in support of all of the above
- Promote communication and cooperation between mental health providers and those living with mental illness
- Aid in the formation of affiliate groups and growth of membership throughout the state of North Carolina.
- Facilitate support and share amongst affiliates and their members.

ARTICLE II

Membership

Section 1. Type of Members. There shall be three (3) types of members: (a) Individual/Family Members ("I/FMs"), and (b) Friends of NAMI ("Friends") (c) Professional.

Section 2. Voting Members. Voting members shall consist of individuals of all membership types who accept the purpose of NAMI North Carolina and pay the annual dues in the amount and manner established from time to time for voting members by resolutions of the Board of Directors of NAMI North Carolina and of the Board of Directors of the National Alliance for the Mentally Ill ("NAMI").

(a) An I/FM is a family of one or more persons who are relatives of mentally ill persons or persons who themselves have experienced a mental illness.

(b) Friends of NAMI are other members who accept the purpose of NAMI North Carolina.

(c) Professionals are individuals or agency representatives who work in the mental health field

Section 2. Local Affiliates ("Affiliates"). An Affiliate shall be a group of five or more I/FMs which has been granted status as an Affiliate of NAMI by the NAMI Board of Directors.

All applications from North Carolina for Affiliate membership in NAMI shall be endorsed by NAMI North Carolina. Failure or refusal of NAMI North Carolina to endorse favorably a membership application of a proposed Affiliate within sixty (60) days of the date of NAMI North Carolina's receipt of a copy of the application from NAMI may, at the election of the Applicant, be deemed to be a dispute resolved through the provisions of Article XIII, below.

ARTICLE III

Finance

Section 1. Dues. Members shall pay dues annually in one of the following dues categories: Individual/Family Member or Friend, Professional, or Open Door. Members may join at any level: national, state, or local. Portions of the dues are allocated to each level of NAMI per NAMI North Carolina board policy. Open Door members are defined by income or economic necessity at the discretion of the affiliate member or State Organization. Open Door members shall have all the rights and privileges of members who pay full dues and are designated in the membership category that applies (individual/family member or friend). Members who join NAMI North Carolina after the mid-point of a given dues year, shall be exempt from dues until the beginning of the following dues year.

Section 2. Fiscal Year. The fiscal year shall begin July 1 and end June 30.

ARTICLE IV

Meetings

Section 1. The annual meeting of the members of NAMI North Carolina shall be held in conjunction with the NAMI North Carolina annual conference each year, unless otherwise directed by the Board of Directors, on such date and at such place as the Board of Directors shall

designate. At the annual meeting, vacancies on the Board will be filled in accordance with the procedures set forth in the bylaws.

Each voting member shall receive by mail or email a ballot for electing Board members and for all proposed revisions or amendments to the Bylaws not less than 30 days prior to the next annual meeting.

Ballots (electronic or paper) must be returned to the state office by the time of the conference. Members may also vote on site at the annual conference.

Section 2. Special meetings of the members may be called by the president in concurrence with the majority of the Board of Directors or by a majority of the Board of Directors. Special meetings may also be called by petition of one-eighth of the general membership. A minimum of twenty-one (21) days written notice to Affiliates shall be given for the convening of a special meeting.

Section 3. Resolutions. All resolutions to be acted upon at the annual meeting shall be proposed by Affiliates, the Board of Directors, duly constituted committees of the annual meeting, or by individual petition. All proposed resolutions shall be submitted in writing to the resolutions committee at least ten (10) days in advance of the annual meeting at which they are to be considered. Resolutions which are submitted to the resolutions committee sixty (60) or more days prior to the annual meeting shall be forwarded to each Affiliate for deliberation not less than thirty (30) days prior to the annual meeting. Individual petitions must be submitted to the resolutions committee at least sixty (60) days prior to the annual meeting. In the case of an individual petition, the resolutions committee must vote on the merits of each petition to determine its status as a resolution.

ARTICLE V

Board of Directors

Section 1. The Board of Directors shall be comprised of twenty (20) regular directors elected by the membership and one (1) Consumer Council director elected by the Consumer Council. The Consumer Council director shall serve as the NAMI North Carolina representative to the NAMI Consumer Council. At least seventy-five (75%) of Board members shall be I/FMs (relatives of mentally ill persons or persons who themselves have experienced a mental illness). Board members must be members of NAMI North Carolina. The Board of Directors shall establish the policies of the corporation and shall have the power of the corporation between meetings of the corporation's membership unless otherwise specified in the Articles of Incorporation or these bylaws.

Section 2. Term of Service. The term of office of directors is three (3) years. Directors may not serve more than two consecutive full terms. the membership shall elect directors for a term of three (3) years. Commencing in 2002 and at each third annual meeting thereafter, the Consumer Council shall elect from its members the Consumer Council director for a term of three (3) years. The Consumer Council director may not serve more than two consecutive terms.

A president of the Board of Directors serving the last year of a Directors' term will be an ex officio member for one additional year. In the case of a vacancy of one or more members of the Board of Directors, the president shall appoint the person or persons who shall fill the unexpired term or terms. In case of any vacancy of the Consumer Council director, the Executive Committee of the Consumer Council shall elect a Consumer Council member to fill the vacancy for the unexpired term.

Section 3. Procedure for Recruiting Directors. Each year the President shall appoint a Board Recruiting Committee of three, two of whom are incumbent directors, but not officers, and one other member who are not then serving as directors. Nominations for directors shall be submitted in writing to the Board Recruiting Committee not less than 60 days prior to the Annual Meeting. The recommendations of the Board Recruiting Committee shall be submitted to the general membership at least 30 days prior to the Annual Meeting. In soliciting nominees for the Board of Directors, the Board Recruiting Committee shall, insofar as possible, provide for representation of the various geographical areas of the state and persons who will serve as strong advocates toward carrying out the purposes and objectives of NAMI North Carolina. Each nomination shall be accompanied by a brief resume of the nominee.

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ARTICLE VI

Delay in Annual Meeting

Section 1. In the event that the annual meeting has not taken place as specified in Article IV, Section 1, the incumbent officers and directors shall continue to hold office until the annual meeting takes place.

ARTICLE VII

Directors' Meetings

Section 1. Annual Election of Officers and Executive Committee. At least 60 days prior to each annual meeting, the President shall appoint a Nominating Committee of three directors who shall present a slate of candidates who have agreed to serve as officers of the corporation. The outgoing President may serve as ex-officio on the Nominating Committee. The Nominating Committee shall present their nominations for officers to the Board members at least 30 days before the annual meeting. At the close of each annual meeting the Board of Directors shall meet and organize by electing the officers from among the directors. The elected officers and members of the Executive Committee of the corporation shall hold office until the next annual meeting or until their successors shall have been elected.

Section 2. Regular Meetings. In addition to the annual meeting, the Board of Directors shall hold three or more regular meetings annually, the times and places to be designated by the President.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the President or any five members of the Board of Directors with at least fourteen (14) days notice

served to each member. Written notice stating the place, day, and hour of the meeting and in the case of special meetings, the purpose or purposes for which the meeting is called, shall be delivered or given, either personally, by mail, telephone or email, to each member or director of record at such address as appears on the books of the corporation not less than fourteen (14) days before the date of the meeting in the case of meetings of members or Board of Directors. Notice given by mailing or email shall be deemed given at the time such notice is postmarked. Whenever any notice is required to be given, 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 thereto.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum at the annual meeting and at any interim meeting; and a majority of those present in either case shall have power to act in all matters, except as specifically provided to the contrary elsewhere in these bylaws and provided, however, that no real estate of the corporation shall be sold, leased, mortgaged, or otherwise disposed of, except by resolution approved by not less than a majority of the Board of Directors.

Section 5. Duties. In addition to the responsibilities vested in them by these bylaws, the directors shall be vested with the responsibility to execute the corporate purposes as stated in the statement of purpose contained in the Articles of Incorporation and the expressed consensus of the members. It shall be the continuing responsibility of the Board of Directors to evaluate the overall function of the organization to ensure that the purposes are being adequately served.

Section 6. Conflicts of Interest. A member of the Board of Directors may be recommended for removal from the Board by the President with prior approval of the Executive Committee for a) activities which are not in the best interest of NAMI North Carolina, b) activities which are in open conflict with NAMI North Carolina goals as stated in the Bylaws. Any Board member so charged must be notified prior to disclosure to the full Board and given the opportunity to resign without further prejudice. If this option is declined, a majority vote by members would be required at a regular Board meeting and effective immediately.

If a Board member accepts honoraria, fee or payment in any form for an activity resulting from Board membership from a private, not for profit or public entity; the said fee, etc., must be contributed to NAMI North Carolina. If expenses are incurred they may be deducted (travel, etc.) and an itemized accounting with copies of receipts submitted.

Section 7. Attendance. Any board member who has missed three Board meetings within a one year period without valid reason and prior notification may have his position on the Board terminated by a two-thirds vote of the Board of Directors present.

ARTICLE VIII

Committees

Section 1. Executive Committee. The Executive Committee shall consist of four officers plus two Board members to be selected by majority vote of the Board of Directors. The Executive Committee shall exercise all powers of the board of Directors between meetings of the Board.

All proceedings of the Executive Committee shall be presented to the Board at its next meeting for inclusion in the official minutes of the Board.

Section 2. Standing Committee. The President shall appoint all standing and ad hoc committees with approval of the Executive Committee.

Section 3. Consumer Council. There shall be a Consumer Council of mental health consumers. Each affiliate shall select a mental health consumer and consumer alternate to the Consumer Council. The Consumer Council shall serve in an advisory capacity to the Board of Directors. All Consumer Council members shall be members in good standing of their local affiliate.

ARTICLE IX

Officers and Duties

Section 1. The officers shall be members of the Board of Directors and shall be: President, President-elect, Treasurer, and Secretary.

Section 2. President. The President shall preside at all meetings of the corporation, the Board of Directors, and the Executive Committee. The President shall be the chief executive and shall have general supervision of the affairs of the corporation under the direction of the Board of Directors and the Executive Committee. The President shall exercise such authority and perform such duties as the Board of Directors may from time to time assign.

Section 3. President-elect. In the event of the death, absence, incapacity, inability or refusal to act of the President, the President-elect shall possess all the powers and perform all the duties of the President, and shall do and perform such other duties and exercise such other authority as may be from time to time imposed upon or assigned to the President-elect by the Board of Directors. At the end of the President's service, the President-elect assumes the office of President.

Section 5. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall record all votes taken and assume responsibility for the taking of minutes of all proceedings. The Secretary shall see that notice of meetings is given and shall perform such other duties as are incident to the office of Secretary and as may be assigned to the Secretary by the Board of Directors or the President. The Secretary shall see that all written decisions and directives of the directors are retained.

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Section 6. Treasurer.

The Treasurer shall have supervisory responsibility of all monies, securities, and other valuable properties of the corporation. He/She will

1. cause full and accurate accounts of the receipts and disbursements of the corporation to be kept
2. cause all monies and other valuable effects to be deposited in the name and to the credit of the corporation in such accounts and in such depositories as may be designated by the Board of Directors
3. supervise the disbursements of funds of the corporation in accordance with authority of the Board of Directors with proper documentation
4. render to the President and directors a written detailed account of the transactions of the corporation when requested
5. render appropriate statements of the financial condition of the corporation and receipts and disbursements
6. perform such other duties as usually pertain to the office of treasurer

With the consent of the board of directors, the treasurer may delegate the above duties to the executive director of the corporation, but retain the supervisory responsibility for all of the above. The Treasurer will be relieved of all responsibility for any securities or monies or the disbursement thereof delegated to the executive director by the board of directors.

The Board of Directors will select an independent agent to audit the corporation's books on an annual basis.

Section 7. Fidelity Bonds. The Treasurer and another person authorized to deposit and withdraw funds shall at the discretion of the Board of Directors be bonded for the faithful performance of the Treasurer's duties in such amounts, and by such surety, as the Board of Directors may require.

Section 8. Budget. The Budget, Finance & Personnel Committee and the Executive Director shall prepare an annual budget for the coming fiscal year and a financial report of the past fiscal year. The proposed budget will be submitted to the Board of Directors for approval at the last Board meeting prior to the beginning of the new fiscal year. This is usually the annual Board retreat. The approved budget will be made available to affiliates.

ARTICLE X

Revision or Amendment of Bylaws

Section 1 Revision or Amendment. Revision or amendments may be proposed by any Affiliate or any director. Any such proposed revision or amendments shall be submitted in writing to the bylaws committee not less than ninety (90) days prior to the date of the next annual meeting. Each member shall receive in writing all proposed revisions or amendments to the bylaws not less than thirty (30) days prior to the next annual meeting of the members. Proposed revisions or amendments shall be presented to the membership at such next annual meeting. A two-thirds majority of the voting power of the membership voting shall be required to revise or amend the bylaws.

Section 3. Interpretation of the Bylaws. When a question arises regarding the wording of the bylaws, the Bylaws Committee shall be vested with the authority to interpret the meaning of the bylaws. Interpretations of the bylaws committee shall be reported at the next regular board meeting and will take effect upon approval by a two-thirds vote of the board members present. Interpretations shall be submitted in writing and, upon approval, shall be incorporated into the bylaws in an appropriate fashion, i.e., as an appendix to or gloss of the relevant section.

ARTICLE XI

Not-for-Profit Corporation Law

Wherever not otherwise provided in the bylaws, the internal affairs of the corporation shall be governed by the procedures established in the not-for-profit corporation law of the State of North Carolina.

ARTICLE XII

Parliamentary Authority

A current edition of *Robert's Rules of Order* shall govern the conduct of business in all applicable cases that are not in conflict with these bylaws.

ARTICLE XIII

Dispute Resolution

The Board of Directors shall be vested with authority to mediate disputes among and between Affiliates and/or proposed Affiliates, and between NAMI North Carolina and Affiliates/proposed Affiliates.

The Board shall mediate resolution of any dispute which cannot be successfully resolved by the principals. The President shall receive written notice from the Board of Directors of the Affiliate(s)/proposed Affiliates(s) which are party to the dispute, notifying him of the existence of the dispute and the names of persons authorized to act on behalf of the disputants. The President or designee shall investigate the dispute and work with the parties to mediate a resolution.

In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the President of written notice of the existence of the dispute, the dispute, together with the names of persons authorized to act on behalf of the Affiliate/proposed Affiliate, shall be referred to the NAMI Board for final and binding resolution by the NAMI Board.

The Board shall mediate resolution of any dispute which cannot be successfully resolved between NAMI North Carolina and Affiliates/proposed Affiliates. The President shall receive written notice from the Board of Directors of the Affiliate(s)/proposed Affiliate(s) which are party to the dispute, notifying him of the existence of the dispute and the names of persons

authorized to act on behalf of the disputants. The President shall investigate the dispute and work with the parties to mediate a resolution.

In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the President of written notice of the existence of the dispute, the dispute, together with the names of persons authorized to act on behalf of the Affiliate/proposed Affiliate, shall be referred to the NAMI Board for final and binding resolution by the NAMI Board.

ARTICLE XIV

Use of NAMI Name and Logo

The official name of this organization is NAMI North Carolina. We acknowledge that NAMI controls the use of the name and logo of NAMI and that NAMI North Carolina's use shall be in accordance with NAMI policy and that upon termination of affiliation with or charter by NAMI, the use of this name and logo by said organization shall cease.

ARTICLE XV

Nondiscrimination

NAMI North Carolina and its member Affiliates shall not discriminate against any person or group of persons on the basis of race, disability, creed, gender, religion, age or sexual orientation in the requirements for membership, its policies, or actions.

ARTICLE XVI

Independence

NAMI North Carolina is independent of other agencies and advocacy groups not affiliated with NAMI, and shall not share bylaws, articles of incorporation, or boards of directors with such other groups.

ARTICLE XVII¹

Indemnification of Directors, Officers and Others

1. Definitions. For purposes of this Article XVII, the following definitions shall apply:

- a. "Act" means the North Carolina Nonprofit Corporation Act, effective July 1, 1994, and all amendments and additions thereto.

¹ Approved by the Board of Directors on March 20, 2004 and by the Members on April 2, 2005

- b. "Corporation" means the corporation as such term is defined in Section 55A-8-50 (b) (1) of the Act.
- c. "Director" means an individual who is or was a director of the corporation or an individual who, while a director of the corporation, is or was serving at the corporation's request as a director, officer, manager, partner, trustee, employee or agent of another foreign or domestic corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan, or other enterprise. A Director is considered to be serving an employee benefit plan at the corporation's request if such Director's duties to the corporation also impose duties on, or otherwise involve services by, the Director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a Director.
- d. "Expenses" means expenses of every kind incurred in defending a Proceeding, including, but not limited to, legal, accounting, expert and investigatory fees and expenses.
- e. "Indemnified Officer" shall mean each officer of the corporation who is also a Director of the corporation and each other officer of the corporation who is designated by the Board of Directors from time to time as an Indemnified Officer. An Indemnified Officer shall be entitled to indemnification hereunder to the same extent as a Director, including, without limitation, indemnification with respect to service by the Indemnified Officer at the corporation's request as a director, officer, manager, partner, trustee, employee or agent of another foreign or domestic corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise. "Indemnified Officer" includes, unless the context requires otherwise, the estate or personal representative of an Indemnified Officer.
- f. "Liabilities" means any obligation to pay any or all of the following: a judgment, a settlement, a penalty, a fine (including an excise tax assessed with respect to an employee benefit plan) and reasonable expenses, including, but not limited to, attorneys' fees of opposing parties incurred with respect to a Proceeding.
- g. "Proceeding" means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and any appeal therein (and any inquiry or investigation that could lead to such a proceeding).

2. Statement of Intent. The corporation shall indemnify the Directors and the Indemnified Officers to the maximum extent permitted by the Act.

3. Indemnification. In addition to, and not in any way in limitation of, all indemnification rights and obligations otherwise provided by law, the corporation shall indemnify and hold harmless its Directors and Indemnified Officers against all Liabilities and Expenses in any Proceeding (including, without limitation, a Proceeding brought by or on behalf of the corporation itself) arising out of their status as Directors or officers, or their service at the corporation's request as a director, officer, manager, partner, trustee, employee or agent of another foreign or domestic corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise, or their activities in any such capacity; provided, however, that the corporation shall not indemnify a Director or an Indemnified Officer against Liabilities or Expenses that such person may incur on account of activities of such person which at the time taken were known or believed by him or her to be clearly in conflict with the best interests of the corporation. The corporation shall also indemnify each Director and Indemnified Officer for his or her reasonable costs, expenses and attorneys' fees incurred in connection with the enforcement of the rights to indemnification granted herein, if it is determined in accordance with Article VIII, Section 4 of these bylaws that the Director or Indemnified Officer is entitled to indemnification hereunder.

The Board of Directors shall have the authority to adopt such resolutions pertaining to the implementation of this Article VIII, Section 3 as it may from time to time determine, and such resolutions shall be given full effect, even though they supplement, amplify or go beyond the provisions of this Article VIII, Section 3, provided and to the extent such resolution does not violate any provision of the Act or the Articles of Incorporation. This Article VIII, Section 3 shall be construed in a manner to fully effect the purpose and intent of the resolution of the Board of Directors approving and adopting this provision.

4. Determination. Any indemnification under Article VIII, Section 3 shall be paid by the corporation in a specific case only after a determination that the Director or Indemnified Officer has met the standard of conduct set forth in Article VIII, Section 3 of these bylaws. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of the members thereof not at the time parties to the Proceeding;
- (b) if a quorum cannot be obtained under Article VIII, Section 3, by a majority vote of a committee duly designated by the Board of Directors (in which designation members thereof who are parties to the Proceeding may participate), consisting solely of two or more members of the Board of Directors not at the time parties to the Proceeding;
- (c) by special legal counsel (i) selected by the Board of Directors or a committee thereof in the manner prescribed in Article VIII, Section 4(a) or 4(b); or (ii) if a quorum of the Board of Directors cannot be obtained under Article VIII, Section 4(a) and a committee cannot be designated under Article VIII Section 4(b), selected by a majority vote of the full Board of Directors (in which selection members thereof who are parties in the Proceeding may participate); or
- (d) by the members of the corporation, but Directors who are at the time parties to the Proceeding shall not vote on the determination.

The Board of Directors shall take all such action as may be necessary and appropriate to enable the corporation to pay the indemnification required by this Article VIII.

5. Advances for Expenses. The Expenses incurred by a Director or an Indemnified Officer in defending a Proceeding may be paid by the corporation in advance of the final disposition of such Proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director or Indemnified Officer to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation against such Expenses. Subject to receipt of such undertaking, the corporation shall make reasonable periodic advances for Expenses pursuant to this Article VIII, Section 5, unless the Board of Directors shall determine, in the manner provided in Article VIII, Section 4 of these bylaws and based on the facts then known, that indemnification under this Article VIII is or will be precluded.

6. Reliance and Consideration. Any Director or Indemnified Officer who at any time after the adoption of this Article VIII serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right, however, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article VIII. No amendment, modification or repeal of this Article VIII shall adversely affect the right of any Director or Indemnified Officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

7. Insurance. The corporation may purchase and maintain insurance on behalf of its Directors, officers, employees and agents and those persons who were or are serving at the request of the corporation in any capacity with another corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against or incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article VIII or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any Director, officer, employee, agent or other person identified above made to or on behalf of a person entitled to indemnification under this Article VIII shall relieve the corporation of its liability for indemnification provided for in this Article VIII or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the corporation with respect to such payment.

8. Savings Clause. If this Article VIII or any portion hereof shall be invalidated on any ground by any court or agency of competent jurisdiction, then the corporation shall nevertheless indemnify each person indemnified hereunder to the fullest extent permitted by the portion of this Article VIII that is not invalidated and also to the fullest extent permitted or required by the applicable law.