



October 1, 2020

Dear NAMI Vermont Membership,

The Governance Committee has proposed two amendments to the Bylaws that addresses a longer Board Term and reducing the number of Officers. The Board approved these amendments, as well as NAMI Vermont's attorney and NAMI national.

NAMI Vermont has committed and dedicated Board members who, according to Bylaws, must take a 1-year sabbatical after two 3-year terms. We want to provide an option to have them consider serving a third term. We want to ensure a diversity of Board members that can represent all areas of the state with a balance of family members, individuals in recovery, and other advocates – as well as other skillsets that are needed on our Board. We have been challenged in filling all the roles we need. The number of Board members is declining.

The second amendment being proposed would reduce the number of Officers. The Board elects five Officers of the organization after the Annual Business Meeting – which includes a 1st Vice President and 2nd Vice President. With our current status of seven voting Board members, this would leave only two Board members who would not be officers. To balance this out, we are eliminating one of the VP positions.

Here are the amendments being proposed:

AMENDMENTS (highlighted):

Director's terms begin upon their election at the Annual Member Meeting. Each term shall be for three (3) years. After two (2) three-year consecutive terms, a Director must have a sabbatical of at least one (1) year where he/she is not a Board member **unless at the Director's request and approval of the Board, the director can serve a third three-year term.**

Section 1 - Officers

Following the Annual Meeting, the Board shall elect the Officers of the Corporation from among the Directors. The **five four** Board Officers shall be: President, ~~First Vice President~~, **Second Vice President**, Secretary, and Treasurer. At any time during the year, if an officer resigns or is incapable of fulfilling the functions of the office, the Board may replace an officer from among its members.

Section 3 - Vice Presidents

In the event of the absence of or incapability to act by the President, the ~~First Vice President~~ shall possess all the powers and perform all the duties of the President. **In the event of the absence of or incapability to act by the President and the First Vice President, the Second Vice President shall possess the powers and perform the duties of the President.** ~~A~~ The Vice President shall perform such duties and exercise such authority as may be assigned by the President.

Section 4 - Secretary

The Secretary shall identify those present, record all votes taken and provide a brief summary of issues discussed at Member meetings, Board meetings, and Executive Committee meetings. The Secretary shall submit Member, Board of Directors, and Executive Committee meeting minutes to the Board of Directors in a timely manner. At the next meeting of each respective entity, the entity shall approve the minutes of its last meeting and the minutes shall be filed as a permanent record. The Secretary shall perform such other duties as may be assigned by the President. In the event of the absence of or incapability to act by the President and **both Vice Presidents**, the Secretary shall possess all the powers and perform all the duties of the President.