

MEMORANDUM

To: NAMI Vermont Members

From: Wendy Beinner, President/CEO

Date: October 17, 2013

Re: NAMI Vermont Bylaws Revision-Summary

You have already received a copy of the revised NAMI Vermont Bylaws. This memo, in addition to the attached “marked-up” version of the Bylaws, is intended to aid your understanding of the changes that the Board is proposing.

In 2013, NAMI granted a charter to NAMI Vermont. Part of the chartering process included a review by an external attorney to ensure that our Bylaws meet both the chartering requirements, but also that they comply with Vermont’s Nonprofit Act. The Governance Committee reviewed and approved the proposed changes, and the board voted to propose these amended Bylaws for vote at our upcoming Annual Member Meeting.

It is my hope that these new Bylaws will be a significant step towards strengthening NAMI Vermont, so that we can be better able to meet our mission of providing education, outreach and advocacy in the area of mental health treatment for all.

In an effort to help explain these revisions, I have summarized the changes below. I hope you find this helpful.

1. Language was modified throughout the Bylaws to bring NAMI Vermont in line with the language used nationally by NAMI and other state NAMI organizations. These pervasive changes retain the same meaning as the current Bylaws and are not highlighted in the attached version:

- a. The “Annual Meeting” is now the “Annual Member Meeting”.
- b. “NAMI National” is now “NAMI”.
- c. The title of “President/CEO” is changed to “Executive Director/CEO”
- d. The title of “Chair” is now “President”.
- e. The title of “Vice Chair” is now “Vice President”.
- f. The term “Organization” is now termed the “Corporation”.

2. The following sections have the same meaning, but have improved language, mirroring the Vermont Nonprofit Corporation Act (the “Act”):

- a. Article II, Section 4.
- b. Article VI, Section 4.
- c. Articles IX through XIV.

3. **The following sections were added or modified, in order to comply with the Act. These modifications do not change NAMI Vermont's current practice:**
 - a. Article I in its entirety.
 - b. Article II, Section 4.
 - c. Article IV, Section 6 (clarifies the ability to hold meetings by alternate means than in person)
 - d. Article VI, Section 4
 - e. Articles IX through XIV.

4. **The following sections derive from the Vermont Nonprofit Act, but do change the practice of our organization:**
 - a. Article VI, Section 6 states that, in the event that both the President and Vice President are unable to meet their duties, authority to govern passes to the Secretary.
 - b. Article IV, Section 8 adds a process for resignation and removal of Directors.
 - c. Article V, Section 1 replaces the current Article V, Section 4. The majority of the changes are improved language that follows the Vermont Nonprofit Act, except that it adds that committee members serve "at the pleasure" of the Board, and that voting members must be approved by the President.