



National Alliance on Mental Illness

nami | **Vermont**

Amended and Restated Bylaws

Effective _____, 2013

162 South Main Street
Waterbury, Vermont 05676
www.namiVermont.org

Preamble

The purpose of the National Alliance on Mental Illness of Vermont, Inc. (“NAMI Vermont”) shall be to serve as an alliance of local family education, advocacy and support groups dedicated to effective treatment of and recovery from mental illness and to the improvement of the quality of life of those whose lives are affected by mental illness.

ARTICLE I - OFFICES

Section 1 - Business Office

The principal office of the Corporation shall initially be located in Waterbury, Vermont.

Section 2 -Registered Office

The registered office of the Corporation, required by the Vermont Nonprofit Corporation Act (the “Act”), shall be located within the State of Vermont and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time.

ARTICLE II- MEMBERS

Section 1 – Definition

Members shall include all Affiliates of NAMI Vermont (as defined in Article XIV), and individuals, or a family of individuals living in a single household that is counted as one member for the purposes of paying dues and voting who desire to support the mission, vision, and values of NAMI Vermont and who demonstrate that commitment by paying the annual dues.

Section 2 – Dues

The National Alliance on Mental Illness (“NAMI”) shall establish the annual dues amount for NAMI Vermont and its Affiliates. The Board of Directors shall, after consultation with the NAMI Vermont Affiliates, set the method of allocating dues between NAMI Vermont and its Affiliates.

Section 3 – Voting Rights

Each member shall have one vote at the Annual Member Meeting or a special meeting of the members. The method of voting shall be designed to provide members with equal access to the process of nominating and electing the Board of Directors, adoption and amendment of bylaws, and other internal matters of the Corporation, and shall further insure representation of the interests of, among others, people living with mental illness, people with disabilities, minorities, people of various ages, living in urban, rural and other geographical areas within the state. Voting by NAMI Vermont and any of its Affiliates on NAMI matters shall be as prescribed by NAMI.

Section 4 - Annual Member Meetings

An Annual Member Meeting, open to all members, shall be held each year no earlier than October first (1st) and no later than November thirtieth (30th) at places and times to be determined by the Board of Directors for the purpose of elections and such other business as may be brought before the body. Notice of such Annual Member Meeting and the business to be addressed at such Annual Member Meeting shall be provided to members in no fewer than thirty (30) calendar days prior to the meeting.

Section 5 – Special Meetings

The Corporation shall hold a special meeting of members (i) on call of the Executive Director/CEO, the President, or the Board of Directors; or (ii) if members holding at least five percent (5%) of the voting power sign, date and deliver to any corporate officer one or more written demands for the meeting, describing the purpose or purposes for which it is to be held. The close of business on the 30th day before

delivery of the demand or demands for a special meeting to any corporate officer is the record date for the purpose of determining whether the five percent (5%) requirement has been met. Only those matters that are within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

Section 6 - Notice of Meeting; Waiver

Notice of the place, date and hour at which an annual or special meeting is to be held shall be given not less than ten (10) nor more than sixty (60) days before the meeting by or at the direction of the Executive Director/CEO, the President, or the Board of Directors. Such notice may be oral if reasonable under the circumstances; otherwise, such notice shall be in writing. Notice of a special meeting shall include, in addition to the foregoing information, the purpose for which it is called. A written waiver of notice of a meeting, signed before or after the meeting by the person or persons entitled to notice, shall be deemed equivalent to notice, provided that such waiver of notice is filed with the Corporation's records of corporate proceedings. Such writing need not state the purpose of the meeting for which it waives notice. A member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting unless the member makes timely objection to holding the meeting or transacting business at the meeting. Any notice required under this Section may be given by a form of electronic transmission if such form of electronic transmission is consented to by the member to whom notice is given.

Section 7 – Meetings Via Electronic or Telecommunication Mechanisms

Regular or special meetings of the members may be conducted by means of any electronic or telecommunications mechanism, including video-conferencing telecommunication.

Section 8 – Action By Written Consent

Member action required or permitted to be taken at a member's meeting may be taken without a meeting if the action is taken by all of the members entitled to vote on the action. Each action must be evidenced by one or more written consents describing the action taken, signed by all of the members entitled to vote on the action and delivered to the Corporation for filing with the Corporation's records of corporate proceedings. For purposes of this Section, consent evidenced by electronic communications or an electronic record is written consent. Such consent or consents shall have the same force and effect as a unanimous vote of members and may be stated as such in any articles or documents filed with the Secretary of State.

Section 9 – Nondiscrimination

NAMI Vermont and its Affiliates promote inclusion of all persons or groups of persons regardless of race, ethnicity, culture, language, national origin, geographic origin, age, disability, gender, sexual orientation, gender expression, education, religion, faith, socio-economic status or lived experience in membership, delivery, and application of their programs, services, policies, and actions.

ARTICLE III -NAMI NAME AND LOGO

NAMI Vermont acknowledges that NAMI controls the use of the name, acronym and logo of NAMI, its state organizations, and their affiliate members. The Vermont NAMI Organization shall use the name, acronym and logo in accordance with NAMI policy. Upon termination of affiliation with or charter by NAMI, the uses of these names, acronyms and logo by NAMI Vermont and its Affiliates shall cease.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 – Membership

The Board of Directors shall consist of no less than ten (10) members and no more than eighteen (18) members, one of whom shall represent the Consumer Council. The Executive Director/CEO of NAMI Vermont shall be a full voting member of the Board, *ex officio*. At its discretion, the Board may elect one or more individuals to serve in a non-voting Director *Emeritus* capacity on the Board of Directors.

Section 2 - Qualifications

The Board of Directors shall be comprised of individuals interested in furthering the mission, vision, and values of NAMI Vermont.

Section 3 – Duties

The Board of Directors shall:

- A. Establish the policies of the Corporation.
- B. Elect from among the Directors, the Officers of the Corporation.
- C. Appoint a qualified Executive Director/CEO.
- D. Adopt an annual budget.
- E. Assume legal authority and responsibility for the operation of the Corporation and oversee the management and fiscal affairs of the Corporation.
- F. Adopt programs commensurate with the mission, vision and values of the Corporation.
- G. Ensure periodic review of these Bylaws at least every three (3) years.

Section 4 – Organization

At the conclusion of the Annual Member Meeting, the Board of Directors shall conduct an Organizational Meeting for the purpose of electing the Officers of the Corporation from among the Directors. These Officers shall hold office until the next Annual Member Meeting, or until successors have been elected by the Board.

Section 5 – Regular and Special Meetings

In addition to the Organizational Meeting, the Board of Directors shall hold at least four (4) regular meetings annually, the times and places to be designated by the President. All Board meetings are open to NAMI Vermont members.

Special meetings of the Board of Directors may be called by the President or any three (3) members of the Board of Directors with at least fourteen (14) days' notice served to each Director, including place, day, hour and purposes.

Section 6 – Telephone and Video Conference Meetings and Written Consents

Any action required or permitted to be taken at any meeting of the Board of Directors or committees thereof may be taken through the use of any means of communication, including an electronic, telecommunications, and video or audio conference call, by which all Directors participating may simultaneously communicate with each other during the meeting, and may also be taken without a meeting if all members of the Board or committee, as the case may be, consent to such action in writing and the writing or writings are filed in the minute book of the Board or committee.

Section 7 – Terms of Office

- A. Directors shall be elected by a majority of the members voting.
- B. Director's terms begin upon their election at the Annual Member Meeting or their appointment to fill a vacancy. Directors newly elected to the Board may serve a maximum of two (2) consecutive

terms of three (3) years each. Past Directors seeking re-election to the Board must remain off the Board for at least one (1) year and, if re-elected, may serve a maximum of one (1) additional three-year term.

Section 8 - Resignation and Removal of Directors

Any director may resign at any time upon delivery of his or her resignation in writing to the President, Executive Director/CEO, or the Board of Directors. Such resignation shall be effective upon delivery unless specified to be effective at a later date. A Director may be removed by the members of the Corporation for cause or without cause. In order to remove a director, the number of votes cast to remove the director must exceed the number of votes cast not to remove the director. The vote shall take place at a meeting called for the purpose of removing the Director or Directors, or by unanimous consent of the members. Unless properly waived, the meeting notice must state that the purpose or one of the purposes of the meeting is the removal of the Director or Directors.

Section 9 - Vacancies

Should a vacancy occur during an unexpired term of a Director, the Board of Directors may appoint an individual to fill the vacancy until the next Annual Member Meeting, at which the members shall vote to fill the unexpired term. Notwithstanding the balloting notification requirements contained in these Bylaws, should a vacancy occur too close in time to the Annual Member Meeting to meet those requirements, a vote at the Annual Member Meeting appointing a new Director shall be valid.

Section 10 - Attendance

Failure by a Director to attend two (2) consecutive meetings of the Board of Directors without excuse may serve as a basis for removal of that individual from the Board.

Section 11 – Leaves of Absence

The Board may grant a Leave of Absence for a Director for up to six (6) months upon recommendation from the Executive Committee. A Director on a leave of absence is not considered part of the Board when determining the quorum needed for Board action.

Section 12 - Compensation

As volunteers, Directors are not compensated for their services. Upon request and to the extent resources permit, Directors may be reimbursed for out-of-pocket expenses incurred in performance of their duties. The policies of the Corporation shall guide expense reimbursement decisions.

Section 13 – Financially Disinterested Majority

No more than forty-nine percent of the individuals serving on the Board may be financially interested persons.

Section 14 – Conflict of Interest

Upon their election to the Board and annually thereafter, each Director must read, complete and sign a form disclosing all conflicts of interest, if any, which may impact their role as Directors of NAMI Vermont. Directors may not knowingly engage in any activities or transactions which may pose a material conflict with their duties as Directors and must recuse themselves on the record from any votes or other actions of the Board which may directly benefit their personal or business interests.

Section 15 - Quorum

A majority of the Board of Directors shall constitute a quorum at its meetings, and a majority of those present shall have power to act in all matters, except as specifically provided to the contrary elsewhere in the Act or these Bylaws.

ARTICLE V - BOARD COMMITTEES

Section 1 – Committees Generally

The Board of Directors may create one or more committees. The President shall recommend appointment of Directors to all standing committees, which appointment shall be final. The President shall designate a Chair for each Committee. Members of NAMI Vermont other than the Directors may serve on all standing and ad hoc committees. Each committee must have two or more members, who serve at the pleasure of the Board of Directors. The sections of Article IV which govern meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the Board of Directors, apply to committees and their members. Voting members must be approved by the President. Unless limited by the Corporation's articles of incorporation, each committee may exercise those aspects of the authority of Board of Directors which the Board of Directors confers upon such committee in the resolution creating the committee. Provided, however, a committee may not: (i) authorize distributions; (ii) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; (iii) elect, appoint or remove Directors or fill vacancies on the Board of Directors or on any of its committees; or (iv) adopt, amend, or repeal the articles of incorporation or these Bylaws. Members other than Directors may Chair standing committees, but in all cases a Board liaison will be appointed. Work products and policy recommendations of all committees are subject to review and approval by the Board of Directors. The Corporation shall have the following standing committees: Executive, Governance and Finance.

Section 2- Executive Committee

There shall be an Executive Committee consisting of the President, Vice President, Executive Director/CEO, Treasurer and Secretary. 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 reported to the Board by timely dissemination of the minutes in advance of the next Board meeting. The Executive Committee may meet in the absence of the Executive Director/CEO in order to conduct performance evaluations and other business necessitating an executive session. Decisions of the Executive Committee are subject to review by the Board at the following Board meeting.

Section 3 – Governance Committee

There shall be a Governance Committee with areas of responsibility to include:

- A. Review and recommend revisions to the Corporation's Bylaws;
- B. Review and recommend revisions to the Corporation's policies;
- C. Serve the role of a nominating committee;
- D. Advance organizational development; and
- E. Support the Executive Director/CEO in fulfilling the governance function of the Corporation.

In carrying out the functions of a nominating committee, Governance shall follow these guidelines.

- Include at least one (1) Officer and a current Director in the process.
- Identify skills and diverse backgrounds for the Board of Directors.
- Seek recommendations from the membership through notice in the member newsletter.
- Prepare a written statement of qualifications for each nomination.
- Submit a recommended slate for the Board of Directors at least forty-five (45) days prior to the Annual Member Meeting.
- Provide the opportunity for members to self-nominate within established timeframe.
- Ensure Directors receive all nominations to be voted on at least thirty (30) days prior to Annual Member Meeting.

Section 4 - Finance Committee

There shall be a Finance Committee, which shall include the Treasurer. The Finance Committee shall support the Executive Director/CEO in prudently managing the Corporation's resources and assist the Board of Directors in ensuring the organization is in good fiscal health. Among its duties, the Finance Committee shall:

- A. Recommend an annual operating budget for the Corporation for adoption by the Board of Directors prior to the beginning of the fiscal year, which shall begin on the first day of July and conclude on the thirtieth day of June in the following calendar year;
- B. Receive and review periodic financial reports;
- C. Establish NAMI Vermont accounts to maintain all funds of the Corporation;
- D. Oversee budget preparation and financial planning;
- E. Ensure that the Board of Directors employ an independent agent to audit the Corporation's books;
- F. Review the annual audit and management letter;
- G. Monitor compliance with federal, state and other requirements; and
- H. Supervise and report on the investment of the Corporation's endowment funds.

Section 5 - Ad Hoc Committees

An ad hoc committee is one of limited duration in order to perform a specific task for a given period of time. It may include individuals who are not Directors or members of the Corporation. The President may appoint an ad hoc committee, giving it a written charge and timeframe for completion of the task.

ARTICLE VI - OFFICERS

Section 1- Officers

Following the Annual Member Meeting, with the exception of the Executive Director/CEO, the Board shall elect the officers of the Corporation from among the directors. The five Officers shall be a President, Vice President, Executive Director/CEO, Treasurer and Secretary.

Section 2 - President

The President shall preside at all the meetings of the Corporation, the Board of Directors, and the Executive Committee. The President shall exercise such authority and perform such duties as the Board of Directors may direct. The President, or by proxy the Vice President, shall be an ex-officio member of all Board Committees. The President works in partnership with the Executive Director/CEO.

Section 3 - Vice President

In the event of the absence of or incapability to act by the President, the Vice President shall possess all the powers and perform all the duties of the President.

Section 4 – Executive Director/CEO

The Board of Directors shall appoint and retain the services of a Executive Director/CEO who shall be the chief executive officer of the Corporation. The Board shall provide for the compensation, benefits and other employment conditions for the Executive Director/CEO, pursuant to such employment agreement, for a specified term or otherwise, as the Board may determine from time to time. The Executive Director/CEO shall provide organizational leadership and perform such duties as may be set forth in a job description or employment agreement adopted by the Board. The Executive Director/CEO shall have general direction of and supervision over the NAMI Vermont staff and manage the day-to-day affairs of the Corporation.

Section 5 - Treasurer

The Treasurer shall monitor all revenues and expenses of the Corporation, approve all payables and shall ensure maintenance of a complete and accurate account of all funds received and disbursed.

Section 6 - Secretary

The Secretary shall identify those present, record all votes taken and provide a brief summary of issues discussed at Board meetings. The Secretary will submit meeting minutes to the Board for review. After review by the Executive Committee, the Secretary shall submit the minutes to the Board for its review. At the next meeting of the Board, the Board shall approve the minutes and they shall be filed as a permanent record. The Secretary shall perform such other duties as maybe assigned by the President. In the event of the absence of or incapability to act by both the President and the Vice President, the Secretary shall possess all the powers and perform all the duties of the President.

ARTICLE VIII - ADOPTION, REVISION OR AMENDMENT OF BYLAWS

Section 1- Initial Adoption

These Bylaws shall be submitted to members at the Annual Member Meeting of NAMI Vermont and shall become effective after being approved by a two-thirds (2/3) majority of the members present and voting.

Section 2 - Revision

Any Member may submit to the President or the President's designee a written proposal, including content, intent and proposed effective dates, to amend these Bylaws not less than sixty (60) days prior to the date of the next Annual Member Meeting, or a special member meeting to consider amendments to the Bylaws. Proposed Bylaws amendments shall be reviewed and approved by the Board of Directors prior to being presented to the members. All proposed Bylaws amendments shall be published electronically, available in writing upon request and summarized in the newsletter or other written or electronic notice to all Members of record not less than thirty (30) days prior to the Annual Member Meeting at which amendments will be considered. A two-thirds (2/3) vote of Members voting by ballot shall be required to revise or amend the Bylaws.

ARTICLE IX- RESOLUTION OF DISPUTES BETWEEN MEMBERS AND PROPOSED AFFILIATES

The Board of Directors shall be invested with authority, upon request, to mediate disputes between its members (including Affiliates) and between its members and proposed Affiliates. The Board must receive written notice from the board(s) of directors of the Affiliate(s) or the proposed Affiliate(s), or from member(s) which are party to the dispute, informing the Board of the nature of the dispute and the names of the person(s) authorized to act on behalf of the disputants. The Executive Committee shall investigate the dispute and attempt to resolve the problem within thirty (30) days of the receipt of written notice. If unable to resolve the dispute, the issue will be presented to the entire Board for action or resolution.

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

ARTICLE X - RESOLUTION OF DISPUTES BETWEEN NAMI VERMONT AND ITS MEMBER AFFILIATES OR PROPOSED AFFILIATES

The Executive Committee shall be invested with authority, upon request, to mediate disputes between NAMI Vermont and one or more of its members (including Affiliates) or proposed Affiliates. The Board must receive written notice from the board(s) of directors of the Affiliate(s) or the proposed Affiliate(s), or from member(s) which are party to the dispute, informing the Board of the nature of the dispute and the names of the person(s) authorized to act on behalf of the disputants. The Executive Committee shall investigate the dispute and attempt to resolve the problem within thirty (30) days of the receipt of written notice. If unable to resolve the dispute, the issue will be presented to the entire Board for action or resolution.

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

ARTICLE XI- NOT FOR PROFIT CORPORATION LAW

When not otherwise provided in these Bylaws, the internal affairs of NAMI Vermont shall be governed by the Act and other laws of the State of Vermont.

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 - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Each person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation to the fullest extent permitted by Vermont law, provided that the director, officer or employee met the standards of conduct set forth in the Act, and only to the extent that the status of the corporation as a tax exempt organization under Section 501(c) of the Internal Revenue Code of 1986, as may be amended is not affected thereby.

ARTICLE XIV- AFFILIATES

Section 1 – Definition

Affiliates are the local grassroots NAMI organizations within a geographical area of Vermont. To qualify as a NAMI Vermont Affiliate, an organization must meet the following criteria (each an “Affiliate”):

- A. It shall agree to endorse the values and objectives of NAMI Vermont and NAMI National;
- B. It shall have at least five (5) voting members;
- C. It shall have adopted bylaws and elected officers;
- D. It shall include “NAMI” and the geographic area in which it operates in its name; and
- E. It shall have submitted an Affiliate application that has been endorsed by NAMI Vermont and approved by NAMI.

Section 2. - Maintenance of Affiliate Status

To maintain its Affiliate status with NAMI Vermont, an Affiliate must continue to meet the definition of an Affiliate in Article XIV, Section 1 and must also file by July 31st of each year an annual report with NAMI Vermont that includes the following:

- A. A membership roster as of July 31 of the current year containing the names of all voting members of that Affiliate;
- B. A listing of the Affiliate's significant activities during the prior calendar year;
- C. A list of the current officers of the Affiliate with their addresses and phone numbers for contact purposes; and
- D. A copy of its current bylaws (required in the first year of such annual reports and only thereafter if such bylaws have been changed since the prior year's report).

An Affiliate loses its Affiliate status when it does not meet the above requirements or when its mission and purpose are no longer consistent with these NAMI Vermont Bylaws and/or the values and objectives of NAMI Vermont and NAMI. Upon a two-thirds (2/3) vote of the NAMI Vermont Board recommending termination of an Affiliate's status as a member, the Board shall send such Affiliate fifteen days prior written notice of such termination, together with an explanation of the reasons therefore, which notice shall provide that such member may be heard, orally or in writing, not less than five (5) days before the effective date of the termination, by the Board, or a committee thereof. Such notice shall be sent via first class or certified mail to the last address of the Affiliate shown on the Corporation's records

Section 3. - Application for Affiliate Status

A proposed Affiliate shall submit a copy of its bylaws along with a resolution signed by at least five (5) voting members (or more, if its organizational documents require a greater approval) to the NAMI Vermont Board of Directors requesting recognition as a NAMI Vermont Affiliate and stating its support for the NAMI and NAMI Vermont mission statements.

Section 4. Endorsement by NAMI Vermont

The Affiliate application and the Bylaws of the proposed Affiliate will be reviewed by the NAMI Vermont Board for conformance with the NAMI Vermont Bylaws and the NAMI Vermont Board may approve endorsement to NAMI by a majority vote. If NAMI Vermont fails or refuses to endorse an application within sixty (60) days from receipt by NAMI Vermont, the applicant may appeal this action pursuant to the dispute resolution process in Article X of these Bylaws.

Section 5. - Role of an Affiliate

All Affiliates within Vermont shall be associated with NAMI Vermont. The role of an Affiliate is to:

- A. Implement the mission of NAMI Vermont and NAMI at the community level;
- B. Engage in grass roots advocacy on local, state and federal issues in coordination with NAMI Vermont;
- C. Organize local support groups and educational opportunities;
- D. Deliver NAMI's and other educational, support and advocacy programs to the local community;
- E. Provide mental illness information and referral services;
- F. Network and coordinate with other community groups on common issues affecting those with mental illness;
- G. Encourage development of coalitions with local groups and work with area legislators;
- H. Monitor the local and regional services for persons living with mental illness and promote improvement and expansion of services; and
- I. Report on local issues and needs to NAMI Vermont.

ARTICLE XV- DISSOLUTION

In the event NAMI Vermont should be dissolved, distribution of its assets shall be made to the National Alliance on Mental Illness (NAMI), Arlington, Virginia, for furtherance of its education, research, and advocacy objectives.

These Amended and Restated Bylaws were adopted on _____ ____, 2013, by the members of the Corporation.

Certified by the Secretary of the Corporation.

Secretary