



# **Second Amended and Restated Bylaws**

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## **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.

NAMI Vermont supports, educates and advocates so that all communities, families, and individuals affected by mental illness or mental health challenges can build better lives. NAMI Vermont is a non-profit 501(c)3 volunteer grassroots statewide organization comprised of family members, friends, and individuals living with a mental illness and others who support our mission.

Independence - NAMI Vermont and its Affiliates shall be independent of other agencies and advocacy groups not affiliated with NAMI.

## **ARTICLE I – OFFICES**

### **Section 1 - Business Office**

The principal office of the Corporation is located in Williston, Vermont.

### **Section 2 - Registered Office**

The registered office of the Corporation, required by the Vermont Nonprofit Corporation Act (Vermont Title 11B, 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 individuals 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 allocating the dues between NAMI and its State Organizations.

### **Section 3 - Voting Rights**

Each member shall have one vote at the NAMI Vermont 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 ensure 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.

Ten (10) percent of the membership 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.

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 the place, date and hour at which the Annual Member Meeting is to be held, and the business to be addressed, shall be provided to members not less than thirty (30) nor more than sixty (60) calendar days before the meeting.

#### **Section 5 - Special Meetings**

The Corporation shall hold a Special Meeting of members

- (i) on call of the Board of Directors;
- (ii) if members holding at least one-eighth 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; or
- (iii) if members present at a duly warned Annual or Special Member Meeting vote to schedule another meeting, so long as the vote is before the meeting is adjourned.

For the purpose of determining membership and whether the one-eighth requirement has been met, the record date shall be the close of business on the 30th day before delivery of the demand or demands for a special meeting to any corporate officer. Only those matters that are within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

Notice of the place, date and hour at which a Special Member Meeting is to be held shall be given not less than thirty (30) days no more than sixty (60) days before the meeting. Notice of a special meeting shall include, in addition to the foregoing information, the purpose for which it is called.

#### **Section 6 - Notice of Meeting; Waiver of Notice**

Notice of the place, date and hour at which an Annual Member Meeting or Special Member 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, 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. Voting procedures shall be established in advance of the meeting.

**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 - Action by Written Ballot without a Meeting**

Any action which may be taken at any annual or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter at least twenty-one (21) days prior to the time by which the ballot must be received by the corporation in order to be counted; provided, however, that action taken by ballot may not be a substitute for the holding of an annual or special meeting. A written ballot shall set forth each proposed action; and provide an opportunity to vote for or against each proposed action.

Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements (ten (10) percent of dues-paying members); state the percentage of approvals necessary to approve each matter other than election of directors; and specify the time by which a ballot must be received by the corporation in order to be counted.

**Section 10 - 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 Affiliates (as defined in Article IX, Section 1). NAMI Vermont 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, its members and its Affiliates shall cease.

## ARTICLE IV - BOARD OF DIRECTORS

### Section 1 - Membership

The voting members of the Board of Directors shall consist of no less than eight (8) members and no more than eighteen (18) members. The Peer Leadership Council may elect one person to represent them on the Board. The other voting Directors shall be elected by a majority of those voting members present at the NAMI Vermont Annual Member Meeting. At its discretion, the Board may appoint one or more individuals as an honorary member in a non-voting capacity as a Director *Emeritus/Emeritas* on the Board of Directors.

Any action taken by the Board of Directors in compliance with Article IV hereof during any vacancy of one or more members of the Board of Directors, shall constitute the action of the Board of Directors.

### Section 2 - Qualifications

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

No employee of NAMI Vermont may serve on the Board of Directors during their tenure of employment and for one year thereafter. Any Board member who becomes a NAMI Vermont staff member during their term of office shall not continue to serve on the Board of Directors.

### Section 3. Nominating Procedure for Regular Directors.

Nominations shall be forwarded to the Office of the President or Executive Director not less than 90 days prior to the commencement of the next Annual Meeting. The Board shall be responsible for setting up the procedure for nominations and vetting of candidates. There shall be no floor nominations at the Annual Meeting. Candidates shall provide their application and biography to the Office of the President or Executive Director.

### Section 4 - Terms of Office

Directors shall be elected by a majority vote of the members.

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 5 - Vacancies

Should a vacancy occur during an unexpired term of any of the Directors, the Board of Directors may appoint an individual to fill the vacancy until the next Annual Member Meeting, at which time the members shall vote as to whether the member will fill the unexpired term. Filling the vacancy does not count toward the three-year term in calculating when the sabbatical must occur. 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.

In case of a vacancy of the Peer Leadership Council representative on the Board of Directors, the Peer Leadership Council is responsible to select a member to fill the vacancy for the unexpired term.



## **Section 6 - Resignation and Removal of Directors**

Any director may resign at any time upon delivery of his or her resignation in writing to the President, the Executive Director, 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 7 - 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.

## **Section 8 - 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. Adopt an annual budget.
- D. Assume legal authority and responsibility for the operation of the Corporation and oversee the management, fiscal affairs, and annual audit of the Corporation.
- E. Adopt programs commensurate with the mission, vision and values of the Corporation.
- F. Ensure periodic review of these Bylaws as needed.

The Board of Directors may also appoint a qualified Executive Director.

## **Section 9 - 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 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 by the Board of Directors, if a majority of the Directors then in office votes for the removal.

## **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 - 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.

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 two (2) days' notice served to each Director, including place, day, hour, and purpose.

All Board meetings are open to NAMI Vermont members, except when in executive session.

#### **Section 16 - Notice of Meeting; Waiver**

Notice of the place, date, hour, and purpose at which a regular meeting of the Board of Directors is to be held shall be given not less than fourteen (14) days before the meeting. Changes in the place, date and hour at which a regular meeting of the Board of Directors is to be held shall be given not less than seven (7) days before the meeting by or at the direction of the Executive Director, the President, or the Board of Directors.

Notice of the place, date, hour, and purpose at which a special meeting of the Board of Directors is to be held shall be given not less than two (2) days before the meeting.

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 Director's attendance at a meeting waives objection to lack of notice or defective notice of the meeting unless the Director makes timely objection to holding the meeting or transacting business at the meeting.

Any notice required under this Section must be given in writing by electronic transmission.

#### **Section 17 - 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 or sequentially 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 (including by electronic signature) and the writing or writings are filed in the minute book of the Board or committee.

## **ARTICLE V - OFFICERS**

### **Section 1 - Officers**

Following the Annual Meeting, the Board shall elect the Officers of the Corporation from among the Directors. The four Board Officers shall be: President, 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.

If a Director resigns an office but remains on the Board of Directors, candidates may be sought that can fill that office to be appointed to the Board, so long as the Board does not exceed 18 voting members.

### **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 a Vice President, shall be an ex-officio member of all Board Committees. The President works in partnership with the Executive Director.

### **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. 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 the Vice President, the Secretary shall possess all the powers and perform all the duties of the President.

### **Section 5 - Treasurer**

The Treasurer shall monitor all revenues and expenses of the Corporation, shall oversee all payments, and shall ensure maintenance of a complete and accurate account of all funds received and disbursed. The Treasurer shall prepare and present a report to the Board of Directors at each Board meeting, for inclusion in the meeting minutes. The Treasurer's Report will include selected recent financial reports and will amplify on and explain them.

## **ARTICLE VI - EXECUTIVE DIRECTOR**

An Executive Director may be employed by the Board of Directors, in which case the Board shall provide for the compensation, benefits and other employment conditions for the Executive Director, pursuant to such employment agreement, for a specified term or otherwise, as the Board may determine from time to time. The Executive Director 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 shall have general direction of and supervision over the NAMI Vermont staff and manage the day-to-day affairs of the Corporation.

## **ARTICLE VII – BOARD COMMITTEES**

### **Section 1 - Committees Generally**

The Corporation shall have the following standing committees: Executive, Governance, and Finance. The Board of Directors may, in its discretion, create one or more additional committees.

Each Committee shall have two or more members, who serve at the pleasure of the Board of Directors. The President shall recommend appointment of Directors to all standing committees, which appointment shall be final with the approval of the majority of the full Board. Members of NAMI Vermont other than Directors may serve on standing and ad hoc committees. (See responsibilities of committee members in Volunteer Handbook.)

The President shall designate a Chair for each Committee. Members of NAMI Vermont other than Directors may chair standing committees, but in all cases a Board liaison will be appointed.

Work products and policy recommendations of all Board Committees are subject to review and approval by the Board of Directors.

The sections of Article IV which govern meetings, action without meetings, and quorum and voting requirements of the Board of Directors apply to Committees and their members.

Notice of the place, date and hour at which a committee meeting is to be held shall be given not less than two (2) days before the meeting. Such notice may be oral if reasonable under the circumstances; otherwise, such notice shall be in writing to each committee member and shall also be posted to the online calendar. 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.

Each committee may exercise those aspects of the authority of the Board of Directors which the Board confers upon such committee, except that 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.

All NAMI Vermont Committee meetings are open to NAMI Vermont members, except when in executive session.

### **Section 2 - Executive Committee**

There shall be an Executive Committee consisting of: President, Vice President, Secretary, and Treasurer. The Executive Director may be invited to attend as a non-voting member. The Executive Committee shall exercise all powers of the Board of Directors between meetings of the Board, except that the Executive Committee cannot remove or elect officers. Decisions of the Executive Committee shall require a minimum of three votes in favor to take effect. Decisions of the Executive Committee are subject to review by the Board at the following Board meeting.

### **Section 3 - Standing Committees**

The Board of Directors by resolution adopted by a majority of the Directors in office may designate Standing Committees of the Directors. Such committees, to the extent provided in sound resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation.

#### **Section 4 - Other Committees**

Other committees not having and exercising the authority of the Board of Directors and not necessarily having a Director as a member thereof may be designated by resolution adopted by a majority of the Directors in office.

### **ARTICLE VIII - REVISION OR AMENDMENT OF BYLAWS**

Any member may submit to the President or the President's designee a written proposal, including content and intent, to amend these Bylaws by July 1st for consideration that year. Proposed Bylaws amendments are subject to approval by the NAMI Vermont Board of Directors before presentation to the membership, if the amendment does not relate to the number of Directors, the composition of the Board, the term of office of Directors, or the method or way in which Directors are elected or selected. Proposed amendments that relate to the number of Directors, the composition of the Board, the term of office of Directors, or the method or way in which Directors are elected or selected must be presented to the members for a vote if they are compliant with the Act and with NAMI chartering requirements.

All proposed Bylaws amendments to be put to a vote by the membership 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 – AFFILIATES**

Affiliates shall be organized under the authority of NAMI Vermont in conformity with such rules and regulations, not in conflict with the bylaws of NAMI, as NAMI Vermont may in its bylaws prescribe. NAMI Vermont shall issue to each affiliate in its area an appropriate letter of endorsement evidencing good standing of the affiliate, its model designation as Model A, B, or C, and its eligibility to seek formal affiliation from NAMI. All affiliates of NAMI Vermont are currently designated as unincorporated Model B affiliates operating under the responsibility and as part of the State Organization. However, nothing precludes any Affiliate from seeking to become an independent Incorporated Affiliate in accordance with terms and conditions provided in NAMI's governing documents.

### **ARTICLE X - 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, its Affiliates, and its proposed Affiliates. The Board must receive written notice from an officer 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 XI - 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 an officer 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 XII - 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. If any provision of these bylaws are held to be invalid or unenforceable in whole or in part, such invalidity or unenforceability shall attach only to such provision or part thereof and the remaining part of such provision and all other provisions hereof shall continue in full force and effect.

#### **ARTICLE XIII - 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 XIV – 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 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.

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These Seconded Amended and Restated Bylaws were adopted on November 7, 2020, by the members of the Corporation.

Certified by the Secretary of the Corporation.

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Secretary