



National Alliance on Mental Illness

nami | **Vermont**

Bylaws

As Approved by the NAMI Vermont Board of Directors and Submitted to the Membership for Consideration at the Annual Meeting on November 3, 2012

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Waterbury, VT 05676
www.namivt.org

Preamble

The purpose of the National Alliance on Mental Illness of Vermont, Inc. (NAMI VT) 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.

ARTICLE I- MEMBERSHIP

Section 1 – Definition

Members shall include all Affiliates of NAMI VT, and individuals, or a family of individuals living in one 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

NAMI shall establish the annual dues amount for NAMI Vermont and its Affiliates. The Board of Directors shall, after consultation with 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 Meeting or a special meeting of the membership. 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 Organization, and shall further insure representation of the interests of, among others, people living with mental illness, people with disabilities, minorities, people ages, 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 – Nondiscrimination

NAMI Vermont and its Affiliates promote inclusion of all persons or group 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 II -NAMI NAME AND LOGO

NAMI Vermont acknowledges that the National Alliance on Mental Illness (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 III - 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 President/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 President/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 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 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 Chair of the Board. All Board meetings are open to NAMI Vermont members.

Special meetings of the Board of Directors may be called by the Chair of the Board 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 – Terms of Office

- A. Directors shall be elected by a majority of Members voting.
- B. Director's terms begin upon their election at the Annual 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 7 - 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 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 Meeting to meet those requirements, a vote at the Annual Meeting appointing a new Director shall be valid.

Section 8 - 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 9 – 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 10 - 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 Organization shall guide expense reimbursement decisions.

Section 11 – Conflict of Interest

Upon their election to the Board and annually thereafter, each Director must read, complete and sign a form disclosing all material 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 12 - 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 these Bylaws and provided 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.

ARTICLE IV - BOARD COMMITTEES

Section 1- Executive Committee

There shall be an Executive Committee consisting of the five (5) Officers: Chair, Vice Chair, Treasurer, Secretary, and President/CEO. 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 President/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 2 – 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 President/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 45 days prior to the Annual 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 Meeting.

Section 3 - Finance Committee

There shall be a Finance Committee, which shall include the Treasurer. The Finance Committee shall support the President/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 4 – Creation and Appointment of Standing Committees

The Board shall determine the committee structure of the Corporation. The Board Chair shall recommend appointment of Directors to all standing committees, which appointment shall be final with the approval of the full Board. The Board Chair shall designate a Chair for each Committee. Members of NAMI Vermont other than the Directors may serve on all standing and ad hoc committees. 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 Board committees are subject to review and approval by the Board of Directors.

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 Organization. The Board Chair may appoint an ad hoc committee, giving it a written charge and timeframe for completion of the task.

ARTICLE V - OFFICERS

Section 1- Officers

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

Section 2 - Chair

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

Section 3 - Vice Chair

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

Section 4 - 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 Chair.

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.

ARTICLE VI- PRESIDENT/CEO

The Board of Directors shall appoint and retain the services of a President/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 President/CEO, pursuant to such employment agreement, for a specified term or otherwise, as the Board may determine from time to time. The President/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 President/CEO shall have general direction of and supervision over the NAMI Vermont staff and manage the day-to-day affairs of the Corporation.

ARTICLE VII- ANNUAL MEETING

Annual Meetings, 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.

The Board of Directors shall, through timely and diligent efforts provide notice of such meetings and the business to be addressed at such meetings to members in a timely manner but no fewer than thirty (30) calendar days prior to the meeting, counting the day of notification, but not the day of the meeting, as one of the thirty (30) days.

All current dues paying members shall be eligible to vote at the Annual Meeting.

ARTICLE VIII- ADOPTION, REVISION OR AMENDMENT OF BYLAWS

Section 1- Initial Adoption

These Bylaws shall be submitted to members at the Annual Meeting of NAMI VT 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 Chair or the Chair'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 Meeting, or a special membership 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 membership. 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 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 PROPOSEDAFFILIATES

The Board of Directors shall be invested with authority to mediate disputes between its member Affiliates, between its proposed Affiliates and between its members and proposed Affiliates. The Board must receive written notice from the Board of Directors of the Affiliate(s) or organizers of 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 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 Chair of a written notice from the Board of Directors of any member Affiliate or organizers of a proposed Affiliate of the existence of a dispute, or by agreement sooner, 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 THE NAMI VERMONT AND ITS MEMBER AFFILIATES OR PROPOSED AFFILIATES

Disputes between NAMI Vermont and one or more of its proposed or member Affiliates shall be resolved by the Executive Committee and the Board of Directors of the Affiliate(s) or proposed Affiliate(s) involved in the dispute within thirty (30) days of written notice of receipt by the Board. The Board must receive written notice from the Board of Directors of the Affiliate(s) or organizers of the proposed Affiliate(s) which are party to the dispute, which informs the Board of the nature of the dispute and the names of the person(s) authorized to act on behalf of the disputants. If resolution of the dispute cannot be achieved, the dispute will be presented to the Board for resolution.

In the event that a resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the Board Chair of a written notice from the organizers of a proposed Affiliate or from the Board of Directors of an Affiliate or NAMI Vermont of the existence of the dispute, or by agreement sooner, 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 of the NAMI Board.

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 Not-For-Profit Corporation Law 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 in the manner and to the full extent that the corporation has power to indemnify such person under Vermont law; provided, however, that the corporation shall not so indemnify such person, or purchase or maintain indemnity insurance for the benefit of such person, in the event such indemnification or expenditure would either (i) then constitute an act of "self-dealing" or a "taxable expenditure," as defined by Sections 4941 (d)(1) and 4945 (d), respectively, of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code, as amended), or (ii) violate the provisions of any other section of the Statutes of Vermont as then in effect.

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:

- 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 National.

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 12, Section 1 and must also file by July 31th 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, an Affiliate that has failed to maintain its Affiliate status will be notified via the United States Postal Service (hereinafter referred to as “USPS”) certified mail that it has lost its status as an Affiliate with NAMI Vermont and may reapply for Affiliate status.

Section 3. - Application for Affiliate Status

A proposed Affiliate shall submit a copy of its Affiliate Bylaws along with a resolution signed by at least five (5) Voting Members 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 10 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.