

BYLAWS OF  
NAMI Metropolitan Houston  
A NON-PROFIT CORPORATION  
ORGANIZED UNDER THE LAWS OF TEXAS

ARTICLE I  
Organization

Section 1. Name

The name of the organization is NAMI Metropolitan Houston, which is a nonprofit affiliate of NAMI Texas and chartered by NAMI.

Section 2. Location

The principal office of NAMI Metropolitan Houston shall be located in the City of Houston, County of Harris, and State of Texas.

Section 3. Purpose

The purposes for which NAMI Metropolitan Houston is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Section 4: Mission

The mission of NAMI Metropolitan Houston is to improve the lives of all persons affected by mental illness by providing support, education and advocacy through a grassroots network.

Section 5: Goals

NAMI Metropolitan Houston will provide guidance, coordination and resources to promote communication and education by, but not limited to the following:

- Maintaining an information and referral program to provide information for the public in search of services related to mental health;
- Maintaining Information Referral Specialists to take calls from the public in search for services;
- Maintaining an up-to-date database of community health and human services for the use of the community;
- Educating the public about mental illness through public forums, speaker bureau, coordinated community events;
- Serving as the primary location in the community for connecting people with volunteer opportunities through centralized recruitment, training and referral;
- Coordinating collaborative efforts in the community between city, county and legislative leadership to build capacity for meeting the needs of those affected by mental illness;
- Implementing programs targeted for special populations of volunteers, including multi-cultural, young families, seniors and court-referral volunteers;
- Developing funding sources from governmental agencies, charitable organizations and businesses to support the activities of NAMI Metropolitan Houston.

## ARTICLE II

### Membership

#### Section 1. Membership shall be defined as follows:

- A. Member - A member is any person who endorses the mission of NAMI, NAMI Texas and NAMI Metropolitan Houston and pays dues in the amount and manner established by the Board of Directors of NAMI Metropolitan Houston. A member may attend or participate in all Chapter meetings and activities.
- B. Chapter - A chapter is a sub-group of NAMI Metropolitan Houston which exists to provide services and support in different geographic areas of NAMI Metropolitan Houston. Chapters are accountable to, and abiding by the bylaws of, NAMI Metropolitan Houston. NAMI Metropolitan Houston will have the right to dissolve Chapters that are determined not to be needed and to establish new Chapters where needed.

#### Section 2. Supporters

NAMI Metropolitan Houston and its Chapters may recognize, for their contributions, individuals, associations, and corporations that support the mission of NAMI.

#### Section 3. Voting Rights

- A. Any member as defined in Article II, Section I A shall become a voting member if dues are received by NAMI, NAMI Texas, and NAMI Metropolitan Houston by the NAMI Metropolitan Houston record date.
- B. A member may support and work within several Chapters or Affiliates, but shall establish official membership in only one (1) Affiliate for NAMI, NAMI Texas and NAMI Metropolitan Houston.
- C. Members shall nominate and elect the Board of Directors of NAMI Metropolitan Houston.
- D. Members shall adopt and amend the Bylaws of NAMI Metropolitan Houston and amend the Articles of Incorporation as established by the procedures described in Article XV of the NAMI Metropolitan Houston Bylaws.

#### Section 4. Good Standing

For purposes of determining a member's right to vote, a member in "good standing" shall be defined as one in which the annual dues of the member have been received by NAMI, NAMI Texas and NAMI Metropolitan Houston during the 12 months preceding the record date for NAMI Metropolitan Houston voting.

#### Section 5. Name

The incorporated name of NAMI Metropolitan Houston may be followed by a geographically descriptive term for a chapter of this affiliate. NAMI Metropolitan Houston Chapters are not incorporated but are a descriptive term for service areas of NAMI Metropolitan Houston.

#### Section 6. Use of NAMI and Logo

NAMI Metropolitan Houston acknowledges that NAMI controls the use of the name, acronym, and logo of NAMI, and intellectual properties, and electronic properties, and that use of the logo and name by NAMI Metropolitan Houston shall be in accordance with NAMI policy. Upon termination of affiliation through NAMI the use of these names, acronyms, materials and logo of NAMI Metropolitan Houston shall cease.

ARTICLE III  
Membership Meetings

Section 1. Annual Meetings

The annual business meeting of the membership shall be held during the second quarter of each year, with the date and location to be determined by the Board of Directors. The purpose of this meeting shall include the election of Board Officers, and the adoption of any amendments to, or revision of the Bylaws. Written notice of this meeting shall be mailed to each Chapter and each member not less than thirty (30) days prior to the meeting. All membership business meetings shall be open meetings.

Section 2. Special Meetings

Special meetings may be called by the President or by a written request signed by at least one-half of the Board of Directors. No business shall be transacted at special meetings except as stated in the notice of the meeting.

Section 3. Record Date

The record date for determining members who are eligible to receive notice of the annual or special meeting of the membership, to vote, and to otherwise take action, shall be sixty (60) days prior to the annual or special meeting unless the Board of Directors adopts by resolution an alternate record date. Such record date shall be not less than thirty (30) days or more than sixty (60) days prior to the annual or special meeting of the membership.

Section 4. Quorum

A majority of the members represented in person shall constitute a quorum at any regular or special meeting of the membership.

Section 5. Voting Process

- A. Votes cast by NAMI Metropolitan Houston members in good standing as of the record date shall be by official ballot in person provided by NAMI Metropolitan Houston according to procedures adopted by the Board of Directors.
- B. Cumulative voting shall not be permitted. Ballots expire at the end of the meeting for which they were issued.
- C. A majority of the votes cast by members shall, except where otherwise required by law, by the Articles of Incorporation, or by these Bylaws, decide any issue brought before any regular or special meeting.

ARTICLE IV  
Board of Directors

Section 1. Composition

The Board of Directors shall consist of twelve (12) members with four (4) officers, Chapter Representatives and Members At Large. The officers of NAMI Metropolitan Houston are the President, Vice President, Secretary and Treasurer.

The Immediate Past President shall serve a one year term as an Ex-Officio member of the Board following the completion of their term of office.

## Section 2. Qualifications

All nominees for the Board of Directors shall be members in good standing of NAMI, NAMI Texas, and NAMI Metropolitan Houston, residents of Texas and be willing to serve their elected terms and fulfill their duties.

## Section 3. Chapter Representative

Each Chapter shall nominate a Representative and an Alternate Representative to act as the Representative in all matters to come before the Board of Directors at all Board Meetings. Each Chapter Representative shall serve as a director for NAMI Metropolitan Houston. Unfilled Chapter Representative positions may be redesignated to "At Large" positions at the discretion of the Board of Directors.

## Section 4. Nominations for Officers and Directors

- A. Nominations for Officers and At Large Directors shall be made by the Nominating Committee and presented to the membership no later than sixty (60) days prior to the annual meeting.
- B. Nominations for Chapter Representative shall be made by the Chapter and submitted to the Nominating Committee for presentation to the membership no later than sixty (60) days prior to the annual meeting.

## Section 5. Terms of Office

- A. Directors are elected for terms of two years.
- B. Officers of the Board of Directors may serve no more than two consecutive two-year terms in the same office.
- C. Directors may serve no more than three consecutive two-year terms, but may be eligible for further service as a director after one year separation.
- D. Commencing in 2009, in odd numbered years, the membership shall elect the Vice President and Secretary, and in even numbered years, the membership shall elect the President and Treasurer. At each annual meeting, the membership shall elect four (4) Directors according to procedures developed by the Board of Directors.
- E. Directors may continue to serve for a time until respective successors shall have been duly elected and qualified to succeed them for a period not to exceed six months.

## Section 6. Start of Term

New Board Officers, Chapter Representatives and At Large Directors will assume office at the close of the annual meeting.

## Section 7. Ex-officio Directors.

At any annual or other meeting of the Board of Directors, the Directors may elect one or more ex-officio members of the Board of Directors. Any such ex-officio Director is entitled to notice of and to attend meetings of the Board of Directors but is not entitled to vote unless otherwise provided by the Articles of Incorporation or these Bylaws. The Board of Directors will designate the term of office of each ex-officio Director. An ex-officio Director who is not entitled to vote does not have the duties or liabilities of a Director as provided in these Bylaws or in the Act or other law.

## Section 8. Vacancies

In the case of any vacancy of an Officer or Director, the President of NAMI Metropolitan Houston shall appoint a replacement within thirty (30) days from the date of the vacancy. Whenever possible the new

appointment will be from the same Chapter as the previous Board member, and upon the advice of the represented Chapter.

Section 9. Removal of a Director

Any Officer or Director who has two (2) absences without notice from scheduled Board of Directors meetings within a twelve (12) month period shall be subject to removal from the Board of Directors.

Whenever in its judgment the best interests of NAMI Metropolitan Houston will be served thereby, any Director may be removed from office by the vote of not less than 2/3 of the total membership of the Board of Directors. (Texas Non-Profit Corporation Statutes Article 1396-2.15 - Removal of Director)

ARTICLE V  
Board of Directors Meetings

Section 1. Regular meetings

The Board of Directors shall meet at least twice a year at such time and place as the Board of Directors selects. Written notice shall be provided to each member of the Board of Directors, and each Chapter not less than thirty (30) days prior to the meeting.

Section 2. Special Meetings

Special meetings may be called by the President or by written request of at least five (5) Directors. Written notice shall be provided to each member of the Board of Directors and each Chapter not less than five (5) days prior to the meeting. The time, place, and purpose of the meeting shall be stated in the notice.

Section 3. Meeting Agenda

A published agenda shall be the order of business for all Board of Directors meetings.

Section 4. Quorum

A majority of the Board of Directors shall constitute a quorum at any meeting; 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, provided, however, 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.

Section 5. Governing Powers

The Board of Directors' highest duty is to preserve and perpetuate NAMI Metropolitan Houston. The Board shall have the power and duty to establish policy, adopt budgets, and other powers and duties necessary or appropriate for the administrative affairs of NAMI Metropolitan Houston. The Directors may perform all such acts as are not designated to be done by the entire membership, or prohibited by law, the Articles of Incorporation, or the Bylaws.

Section 6. Responsibilities/Duties

- A. In addition to the responsibilities vested in them by these Bylaws, the directors shall be vested with the responsibility to execute the corporate purposes as stated in the Statement of Purpose contained in the Articles of Incorporation and the expressed consensus of the members. It shall be the continuing responsibility of the Board of Directors to evaluate the overall function of the organization to ensure that the purposes are being adequately served.

- B. All board members are expected to be supporters of the organization, to attend and participate in meetings, to contribute financially to the extent possible, and to make investments of their time and their talents.
- C. Officers and Directors shall be mindful of conflicts of interest, and when such conflict would be material, recuse themselves from participation and voting.
- D. The Board of Directors shall have the final authority to resolve the interpretation of any conflicts or ambiguities in the Bylaws.

## ARTICLE VI

### Officers/Employees/Agents

#### Section 1. Designation

The officers of NAMI Metropolitan Houston shall be President, Vice President, Secretary, and Treasurer. Officers may hold only one office at a time. They shall take office at the conclusion of the meeting in which they are elected. The term of any officer may be extended if necessary, until his/her successor is duly elected.

#### Section 2. Duties of Officers

President: The President shall be the Chief Executive and have the authority for the general supervision of the affairs of NAMI Metropolitan Houston under the direction of the Board of Directors. The President shall appoint all standing committees (see Article VII, Section 2) and shall be an ex-officio member of all committees except the Nominating Committee and the Audit Committee, and shall exercise general oversight over the work of all committees and that of the other officers in order to assure that the objectives of NAMI Metropolitan Houston are executed in the best possible manner. The President shall authenticate by her/his signature, when necessary, all actions, orders, and proceedings of NAMI Metropolitan Houston. The President shall have such powers and perform such other duties as prescribed by these Bylaws and the Articles of Incorporation, and shall have any other powers and duties usually vested in the office of a President of a corporation. The President is authorized to appoint a parliamentarian. The President shall preside at all meetings of NAMI Metropolitan Houston membership and the NAMI Metropolitan Houston Board of Directors.

Vice President: The Vice President shall succeed in the presidency in case of a vacancy in that office and shall perform the duties of the President in the President's absence or disability. The Vice President shall aid the President in the performance of such duties as may be assigned by the President.

Secretary: The Secretary shall keep an accurate record of the proceedings and business transactions at all meetings of the NAMI Metropolitan Houston membership, of the NAMI Metropolitan Houston Board of Directors, and Executive Committee meetings. The Secretary shall mail or submit to each Director, within thirty (30) days, a draft of the minutes of each meeting. Minutes shall be corrected and accepted at the next meeting, with the final copy distributed to the Chapters. The Secretary or designee shall be custodian of all of the records of NAMI Metropolitan Houston except those that may be necessary to the President and Treasurer in the conduct of their office. All records shall be held in the NAMI Metropolitan Houston office. The Secretary or designee will send out notices of meetings and otherwise perform the duties and functions customarily performed by the secretary of a corporation.

Treasurer: The Treasurer shall have the responsibility for all monies, securities and other valuable properties of NAMI Metropolitan Houston. He/she shall ensure that a full and accurate account of receipts and disbursements of NAMI Metropolitan Houston is kept in records belonging to NAMI

Metropolitan Houston. The Treasurer shall cause all monies and other valuable effects to be deposited in the name and to the credit of NAMI Metropolitan Houston in such accounts and in such depositories as may be designated by the Board of Directors. The Treasurer shall render to the President and the Board of Directors a written detailed account of the Treasurer's transactions and of the financial transactions, whenever required by the President, the Finance Committee, or a majority of the Board of Directors. The Treasurer shall further perform such other duties as the President or Board of Directors direct, and such other duties as usually pertain to the office of treasurer.

## ARTICLE VII Committees

### Section 1. Executive Committee

A. The Executive Committee shall consist of the four (4) elected officers of NAMI Metropolitan Houston plus one Director to be selected by majority vote of the Board of Directors.

B. The Executive Committee, by majority vote of its members, shall:

1. Transact all business referred to it by the Board of Directors provided the action of the committee shall not conflict with that of the Board.
2. Act in emergencies between meetings of the Board of Directors.
3. Take recommendations to the Board of Directors on matters of administration and policy.
4. Make a full written report of each meeting of the Executive Committee for submission to the Board of Directors for their approval.
5. Approve for Board consideration a proposed budget developed by the Finance Committee.

C. The Board of Directors by vote shall ratify the actions of the Executive Committee.

### Section 2. Standing, Special, and Study Committees

The Board of Directors shall provide for the creation of an Audit Committee, a Finance Committee, a Development Committee, a Bylaws/Governance Committee, a Nominating Committee and other suitable standing committees and special Ad Hoc committees as needed. The President shall make all appointments to such committees subject to the approval of the Board of Directors. The President, prior to approval by the Board of Directors, may form study committees.

### Section 3. Audit Committee

The President shall appoint an Audit Committee of three (3) NAMI Metropolitan Houston members, at least one of whom shall be a Director. The committee is responsible for determining whether or not an independent CPA (Certified Public Accountant) auditor is needed to annually audit the corporation books and prepare the report for presentation to the Audit Committee, then to the Board of Directors, or whether a financial review by an independent qualified individual is sufficient. The Audit or Review should be completed within 120 days following the fiscal year end.

### Section 4: Nominating Committee

A nominating committee will be composed of three members appointed by the Board according to procedures adopted by the NAMI Metropolitan Houston Board of Directors.

### Section 5. Tenure of Committees

The President, with approval of the Board of Directors, shall annually appoint members to all standing committees. The President, with approval of the Board of Directors, shall appoint ad Hoc Committees,

as the need arises, to carry out a specified task, at the completion of which it automatically ceases to exist

## ARTICLE VIII

### Financial

#### Section 1. Fiscal

- A. The Treasurer shall prepare an annual operating budget draft for review by the Executive Committee. Upon review, the proposed budget shall be submitted to the Board of Directors for approval prior to or at the first meeting of the Board held in the budget year. NAMI Metropolitan Houston shall publish an annual report of activities to include prior year fiscal information and programmatic results. (TX Statutes Article 1396-2.23A Financial Records and Annual reports)

#### Section 2. Contracts

The Board of Directors may authorize any two (2) Officers or agents of NAMI Metropolitan Houston, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of NAMI Metropolitan Houston; and such authority may be general or confined to specific instances.

#### Section 3. Checks

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NAMI Metropolitan Houston shall be signed by such Officer or Officers, agent or agents of NAMI Metropolitan Houston, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

#### Section 4. Deposits

All funds of NAMI Metropolitan Houston shall be timely deposited to the credit of NAMI Metropolitan Houston in such bank, trust companies, or other depositories as the Board of Directors may select.

#### Section 5. Contributions

The Board of Directors may accept on behalf of NAMI Metropolitan Houston any contribution, gift, bequest, or devise for the general purpose or for any special purpose of NAMI Metropolitan Houston, according to procedures outlined in the Policies and Procedures. Any contribution, gift, bequest, or donation shall be placed in NAMI Metropolitan Houston General Funds, unless otherwise stipulated, and shall be dispersed by NAMI Metropolitan Houston through normal budget authorizations.

## ARTICLE IX

### Books and Records

NAMI Metropolitan Houston shall keep correct and complete books and records of accounts, as prescribed in the Policies and Procedures, and shall keep minutes of proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. Any member, with proper written notice, may inspect the books and records in the NAMI Metropolitan Houston office during an agreed upon time within normal business hours, subject to maintaining confidentiality of member names and contributor names.

ARTICLE X

Fiscal Year

The fiscal year of NAMI Metropolitan Houston shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XI

Seal

NAMI Metropolitan Houston shall not have a corporate seal.

ARTICLE XII

Non-Discrimination

Neither NAMI Metropolitan Houston nor its Board of Directors shall discriminate against any person or group of persons on the basis of race, disability, ethnicity, creed, sex, religion, or age in requirements for membership, its policies or actions.

ARTICLE XIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Nonprofit Corporation Act or under the provisions of NAMI Metropolitan Houston Articles of Incorporation or bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

Parliamentary Authority

Parliamentary authority shall be the current edition of Robert's Rules of Order – Newly Revised, so long as they do not conflict with existing Bylaws.

ARTICLE XV

Amendments/Revisions

Section 1. Revision or Amendments to Bylaws

Any NAMI Metropolitan Houston Member may propose revisions or amendments. Any such proposed revisions or amendments shall be submitted in writing to the Bylaws Committee and the President not less than sixty (60) days prior to the date of the next annual or special meeting of the membership. All proposed revisions or amendments shall be reviewed and commented upon by the NAMI Metropolitan Houston Board of Directors. The proposed revisions or amendments, along with comments by the Board of Directors, shall be communicated to each voting member, either personally by mail, facsimile transmission, E-mail, or made available on the NAMI Metropolitan Houston website, not less than ten (10) or more than forty-five (45) days prior to the same meeting. A two thirds (2/3) majority of the members casting votes (Article II, Section 4, and Article III, Section 5) at an annual or special meeting

shall be required to revise or amend the Bylaws. Amendments to the NAMI Metropolitan Houston Bylaws shall become effective immediately after the meeting in which such amendments are approved.

### Section 2. Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation may be recommended to the members by a resolution of the Board of Directors. A vote of two thirds (2/3) of the members casting votes at an annual or special meeting shall be required to amend the Articles of Incorporation (according to procedures outlined in the Texas Non Profit Corporation Statutes).

## ARTICLE XVI

### Dispute Resolution

The Board of Directors shall be vested with authority to mediate disputes among and between members and Chapters or proposed Chapters, and between NAMI Metropolitan Houston, its Chapters or Proposed Chapters and other Affiliates.

### Section 1. Procedure for dispute resolution relative to the By-laws between Members, Chapters or other affiliates

The Board of Directors shall mediate resolution of disputes relative to the Bylaws, which cannot be successfully resolved by the principals. Members of NAMI Metropolitan Houston or its Chapter(s) which are party to the dispute, shall notify the President of NAMI Metropolitan Houston, in writing about the existence of the dispute. The names of persons authorized to act on behalf of the disputants will be included in the notification. The NAMI Metropolitan Houston President shall investigate the dispute and work with the parties to mediate a resolution.

In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the NAMI Metropolitan Houston President of written notice from any member, Chapter or other Affiliate of the existence of the dispute or by agreement sooner, the dispute, together with the names of persons authorized to act on behalf of the Affiliate, shall be referred by the NAMI Metropolitan Houston Board of Directors to the NAMI Texas Board of Directors for resolution.

In the event that the NAMI Texas Board of Directors cannot achieve resolution of the dispute within ninety (90) days from the receipt, 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.

### Section 2. Procedure for dispute resolution between NAMI Metropolitan Houston and Proposed Chapters or other Affiliates

The NAMI Metropolitan Houston President shall receive written notice from the Board of Directors of another Affiliate(s), which is (are) party to the dispute, notifying the NAMI Metropolitan Houston President of the existence of the dispute.

In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the NAMI Metropolitan Houston President of written notice 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 Texas Board of Directors for resolution.

In the event that the NAMI Texas Board of Directors cannot achieve resolution of the dispute within ninety (90) days from the receipt, 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 XVII

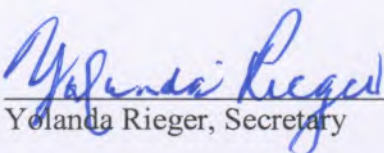
Indemnification of Officers and Directors

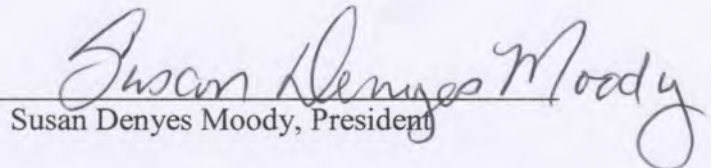
No Director of NAMI Metropolitan Houston shall be liable to NAMI Metropolitan Houston or its members for damages for an act or omission in a director's capacity as director, except to the extent otherwise provided by a statute of the State of Texas. NAMI Metropolitan Houston may indemnify persons for whom indemnification is permitted by Article 1396-2.22A of Texas Non-Profit Corporation Act and may purchase such indemnification insurance, as the Board of Directors from time to time shall determine. The Board of Directors shall have the power to define the requirements and limitations for NAMI Metropolitan Houston to indemnify directors, officers, members, or others related to NAMI Metropolitan Houston.

ARTICLE XVIII

Whenever not otherwise provided in the Bylaws, the internal affairs of the corporation shall be governed by the procedures established in the General Not-For-Profit Corporation laws of the State of Texas.

These are current Bylaws approved by two-thirds vote of the members eligible to vote at a meeting of the NAMI Metropolitan Houston membership held on June 13, 2009.

  
Yolanda Rieger, Secretary

  
Susan Denyes Moody, President

Amended March 31, 1990  
Revised on June 4, 2005  
Revised on June 3, 2006  
Revised on June 13, 2009