

By-Laws for NAMI Washington

Preamble

NAMI Washington is the sole NAMI organization for the State of Washington and subject to NAMI bylaws and policy.

NAMI Washington's mission is to provide support, education, and advocacy for its affiliate membership which consists of a group of local or regional organizations located throughout the State of Washington.

NAMI Washington, through its affiliate membership, values its

- Individual members. Regardless of how mental illness has impacted their lives, individuals within the NAMI Washington organization have equal status, value and opportunity within the overall NAMI structure
- Voice for people with mental illness as its most effective organizational tool and is committed to maintain its independence, its clarity, its intelligence and its volume.

ARTICLE 1

NAME AND PROGRAM

The name of the organization shall be NAMI Washington.

NAMI Washington is a non-profit 501 (c)(3) corporation comprised of a group of affiliate organizations located throughout the State of Washington. These affiliate organizations are, in turn, comprised of persons with mental illness, or a parent or other relative or friend or guardian of a person who has mental illness, and other individuals and organizations working to eradicate mental illness and to improve the quality of life of all persons afflicted with mental illness.

ARTICLE 2

AREA OF ACTIVITY

NAMI Washington serves the entire State of Washington. The principal and registered office of this organization is currently located at 500 N.E. 108th Street, Ste. 800, Bellevue, WA. 98004. Said office location may be changed by the Board of Directors.

For local representation of affiliate-members and implementation of local services and support the Board of Directors of NAMI Washington will coordinate the development of affiliates in the State. They will be established by mutual interest, geographical proximity or mental health service areas and defined by zip codes, geographic, political or other similar boundaries deemed appropriate.

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ARTICLE 3

ORGANIZATION

Definition and Role of NAMI Washington

NAMI Washington is a service organization for its affiliates. It accomplishes its mission of providing education, advocacy and support for its affiliates through Statewide activities that include the following:

- Board members and staff of NAMI Washington provide technical assistance for affiliate Board officers and staff on request.
- Through the Public Policy Committee, NAMI Washington provides policy on State issues for affiliates to disseminate to their membership.
- Staff and volunteers for NAMI Washington provide for instructor training for affiliates, including Family-To-Family, Peer-to-Peer and other NAMI programs as necessary and as funded.
- NAMI Washington distributes public information on statewide issues using a variety of methods, but always in cooperation with local affiliates.
- NAMI Washington staff can assist affiliates with the development and use of the Web Membership database.
- NAMI Washington will host an annual State conference.
- NAMI Washington staff, Board members and committee members will develop relationships with peer organizations for political and advocacy advantages.
- NAMI Washington staff, Board members and committee members can provide access to State bureaucracy for affiliate leaders.
- Any disputes between affiliates that need mediation may be resolved with the assistance of the NAMI Washington Board of Directors.
- NAMI Washington maintains its ability to be responsive to affiliates by reserving a list of benefactors for its sole use.

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Membership

NAMI Washington is an organization whose membership consists of all chartered affiliates in the State of Washington. Thus, the membership is made up of affiliates – not individual people.

Affiliates will act within boundaries set by the Board of Directors. An affiliate is defined as a group of five or more individual, family or associate members who have been granted status as an affiliate of NAMI by NAMI National with the consent of the NAMI WA Board of Directors and who maintain membership records as designated by the Board of Directors. Each affiliate will establish and/or maintain its own organizational structure, officers and activities at the discretion of that affiliate's membership. If they choose to qualify as a tax exempt, nonprofit corporation, they must ensure that the affiliate's activities and purposes will not violate (i) the limitations established in Chapter 24.03 RCW nor (ii) the regulations of the US Internal Revenue Service as set forth in IRS Code, Section 501 (c) (3), regarding nonprofit corporations, and specifically as set requirements for qualification as a tax exempt nonprofit corporation. Affiliates must provide at least one monthly support activity within their service area as a minimum level of member service. NAMI Washington is the exclusive correspondent with national NAMI about matters of membership.

Affiliation with NAMI Washington

All NAMI affiliates within the State of Washington will be corporation members of NAMI Washington.

Affiliation Names

All affiliates will include NAMI before their affiliation name to indicate affiliation with NAMI, followed by the description of the geographical area in which they are located. Affiliate names are subject to the approval of the Board of Directors of NAMI Washington.

Role of Affiliates

The role of the affiliate members is to provide education, advocacy and support for their individual members, The affiliates are responsible for maintaining communications with NAMI Washington and participating in all Statewide initiatives promulgated on behalf of its affiliates by NAMI Washington. The affiliates are the voting members of NAMI Washington and each affiliate has a single vote in matters brought to the affiliate membership for vote.

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Good Standing

An affiliate in good standing will be defined as an affiliate in which at least 5 of its individual members have paid dues to NAMI Washington and NAMI national for their current corporation fiscal year and have furnished the information required by NAMI Washington and NAMI national. Dues are not refundable. Members in good standing adhere to NAMI Washington's policies. NAMI Washington's policies are determined by its Board of Directors and implemented by its Executive Director.

Any affiliate or individual member that takes any action deemed by the Board of Directors to be seriously adverse to NAMI Washington will be notified in writing that its membership is being terminated and the reasons therefore. Said member may request, in writing, within ten days of the notice, a hearing before the Board of Directors to present its views regarding the termination of membership. The Board will then take a vote in respect to the termination. This vote will be final. In the event the member does not request a hearing as described above, termination will be effective as of the date of the original notice from the Board.

Endorsement of Applications

NAMI Washington will endorse all applications to NAMI national for affiliate membership that meet the requirements of these Bylaws.

NAMI Does Not Discriminate

NAMI Washington, its members and staff will not discriminate against any individual or groups of individuals, on the basis of race, color, religion, sex, age, national origin, sexual orientation, or disability, in any requirements for membership, or in its policies or actions.

Fiscal year

NAMI Washington's fiscal year begins on July 1 of each year and ends on June 30 of the following year.

ARTICLE 4

RIGHTS, RESPONSIBILITIES AND LIMITATIONS

Voting Rights

All affiliates in good standing will be permitted to vote in matters subject to a vote of the affiliates under these Bylaws. Every affiliate in good standing will have one vote.

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Voting Affiliates' Meetings

An annual meeting will be scheduled to conduct business requiring action by voting NAMI Washington affiliates. The annual meeting will take place in June of each year at a time and place determined by the Board of Directors.

The Board of Directors may also call for special meetings of affiliates. Notice of all meetings of voting affiliates will be publicized through NAMI Washington affiliate communications stating the time and place of meetings and citing, to the extent feasible, the business to be covered. The written notice will be sent at least thirty (30) days before the meeting.

Affiliate Participation

Each affiliate is expected to attend and participate in NAMI Washington meetings and activities. Further, each affiliate should be ever mindful of the power and influence of votes in deciding organizational issues.

Parliamentary Authority

A current edition of Robert's Rules of Order Newly Revised will govern the conduct of business in all applicable cases that are not in conflict with these Bylaws or in standing rules that are adopted.

Compliance with Law

NAMI Washington, its directors, officers, employees and representatives will operate in accordance with all State, federal and local laws.

NAMI's Representative Voice

No individual member of an affiliate will, as a representative of NAMI Washington or its affiliate member, perform any act or voice any opinion contrary to these By-Laws or the policies of the NAMI Washington Board of Directors. However, nothing herein will limit in any way an individual's rights, to participate in any political, business or personal activity representing himself or herself.

Contributors and Conflicts of Interest

NAMI Washington will make all reasonable efforts to limit total contributions from any one contributor or allied groups of contributors so that it does not become a conflict of interest. Board of Directors shall approve contributions, prior to acceptance, which when totaled with others from any one contributor or any allied group of contributors exceeds or appears to exceed 25% of total NAMI Washington budgeted contributions in any one fiscal year. Board of Directors may establish a more restrictive policy.

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ARTICLE 5

BOARD OF DIRECTORS

General Powers

The property, business, and affairs of NAMI Washington will be managed by the Board of Directors. All the powers of NAMI Washington as conferred by the Articles of Incorporation may be exercised by the Board of Directors except as noted elsewhere.

Election or Appointment and Number of Directors

Election or appointment and number of directors will vary by fiscal year, procedure for achieving office, and persons who designate the office holder as follows.

Fiscal year	Designator	Procedure	Total # Directors
2003	NAMI Board of Directors	Appointment	5
2004	NAMI Washington Affiliates	Election	9
2005 and later	NAMI Washington Affiliates	Election	11

In the event of a vacancy on the Board, the directors may elect a replacement to fulfill the unexpired term for that vacancy, except that the Vice President will succeed to the Presidency and the directors will fill the position of Vice President.

At the discretion of the Board of Directors, non-voting, ex-officio members of the Board may be appointed to provide continuity of NAMI's mission and vision, or technical resources.

Each director will volunteer their services and be a member of a NAMI Washington affiliate in good standing. At least 75% of the directors must be individuals with a mental illness or a parent or other relative of a person who has a mental illness. No director can be related to a staff member by blood, marriage or consanguinity. Any prospective Board member will be an individual affiliate member in good standing at the time of nomination. No member of the Board of Directors may be a paid employee of a NAMI affiliate or any other NAMI agency.

Quorum for election by NAMI Washington affiliate members will be one half of the total number of affiliate members determined as of a credentialing date 60 days prior to the election.

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Term of Office

Prior to June 30, 2004: Directors will serve one-year terms. After June 30, 2004 Directors will be elected or appointed for a two-year term and may be re-elected to hold office for a total of two consecutive terms before having a minimum of a one-year hiatus prior to being eligible for re-election. The above proviso prohibiting a director from re-election after serving two full two-year consecutive terms will not count a term served less than two years.

Board Meetings

Regular meetings of the Board of Directors will be held at least four times annually. Each Board member present will have one vote. A written notice of meetings scheduled for each fiscal year will be mailed to each Board member at least forty-five (45) days prior to the first meeting of that year, citing the times and places of the meetings. More frequent regular meetings may be held by teleconference at the discretion of the Board.

Special meetings of the Board of Directors may be held provided that written notice has been mailed to each Board member at least forty-eight (48) hours prior to the meeting, citing the time and place of the meeting and listing the major issues on the agenda.

The Executive Committee will meet at least four times annually with two of those meetings held in conjunction with regular meetings of the Board of Directors.

All regularly scheduled Board meetings will be open to the public, except that closed executive sessions may be called by the President to consider confidential matters concerning real estate transactions, staffing or litigation.

Officers of the Board

The officers of NAMI-Washington are elected from among its Board of Directors and shall consist of the President, Vice President, Secretary and Treasurer.

Terms of Office

Officers will serve terms beginning immediately after the annual meeting. In fiscal year 2003 the term is one (1) year. In fiscal year 2004 and later, the term is two years. Officers may serve multiple terms if re-elected by the Board, but may not exceed the Directors term of office.

When a NAMI Washington officer is unable to fulfill his or her term, the Board of Directors will fill that vacant office by electing a successor from among the Board

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membership except that the Vice President will succeed to the Presidency and the Directors will fill the position of Vice President.

Setting Affiliate Membership Dues

The Board of Directors will establish the affiliate membership dues to be collected and amounts paid to NAMI National and NAMI Washington for each affiliate member for each fiscal year.

Removal of Directors

If a director accumulates three consecutive un-excused absences, the Board of Directors will declare the position vacant and will elect a successor to fill the unexpired term of the person removed from the Board.

ARTICLE 6

NOMINATIONS AND ELECTIONS

Nominating Committee

Beginning in fiscal year 2004 there will be a Nominating Committee consisting of three members. One member will be appointed by the NAMI Washington President from among the Board of Directors, and two (2) members will be elected by the NAMI Washington membership at the Annual Meeting. Nominating Committee members will serve a one (1) year term. The Chairperson of the Nominating Committee will be a member of the Board of Directors or appointed by the President.

Diversity

NAMI Washington recognizes that diversity is a strength. The Nominating Committee will actively seek applications from qualified candidates with mental illness, people of color, representatives from different geographical and political communities, and persons of varying ages to help in the governance of NAMI Washington.

Nominations

Affiliates may submit nominations for vacancies on the Board of Directors and Nominating Committee at least sixty (60) days before the annual meeting during which elections will be held. Each nomination will be accompanied by a brief resume of the nominee's qualifications

Nominations for Director

The Nominating Committee will prepare a slate of nominees for the Board of Directors.

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This slate shall include nominees in excess of the vacant positions . A written list of nominees will be given to each affiliate president along with the written notice of the annual meeting as provided in these bylaws. Nominations will not be taken from the floor at the annual meeting.

Election of Directors

A ballot containing the list of nominees for the Board of Directors and the written notice of the annual meeting will be mailed to each affiliate president at her/his address of record at least two weeks prior to the annual meeting. Each affiliate president will cast her/his vote as per the directions contained on the ballot. Ballots will be delivered in person or by signed proxy to the NAMI Washington Secretary at the annual meeting. Election to office requires a simple majority vote.

Nominations of Officers

The Nominating Committee will prepare a slate of officers for presentation to the Board of Directors for election at the last Board meeting prior to the end of each even numbered fiscal year beginning with the year 2004 (June 30). Officers will serve a two year (2) term commencing July 1 of the next fiscal year. Officers are eligible for re-election. Only those who have consented to serve, if elected, may be nominated.

Elections of Officers

Officers will be elected by the Board of Directors using the secret ballot method of voting. A simple majority of those Directors present and voting is required for election. Specific election process is listed in NAMI Washington policy.

ARTICLE 7

DUTIES OF OFFICERS

President

The President provides general supervision of NAMI Washington affairs and exercises all powers customarily lodged in that office under the supervision of the Board of Directors and the Executive Committee. The President appoints members of all standing committees, except for the Executive Committee, reporting such appointments to the Board of Directors. Specific duties of the President are listed in NAMI Washington policy.

Vice President

The Vice-President will perform the duties of the President during the President's absence and will perform such other duties as may be assigned. The Vice

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President will succeed to the Presidency in case of a vacancy in that office. Specific duties of the Vice President are listed in NAMI Washington policy.

Secretary

The Secretary, as the NAMI Washington chief recording officer, is responsible for assuring that required notice is sent out prior to meetings and that minutes, records and reports of NAMI Washington's Board, Executive Committee and voting Affiliate Member meetings are accurately and properly maintained. Specific duties of the Secretary are listed in NAMI Washington policy.

Treasurer

The Treasurer, as the NAMI Washington chief financial officer, will be responsible for disbursing all NAMI Washington funds as instructed by the Board. Specific duties of the Treasurer are listed in NAMI Washington policy.

Executive Director

An Executive Director may be employed by the Board of Directors to exercise such authority and perform such duties as these Bylaws and the President, speaking for the Board of Directors, may assign. Specific duties of the Executive Director are listed in NAMI Washington policy.

Consumer Council Representative

The Consumer Council Representative will be an individual affiliate member living in Washington State. This office may be held concurrently with the office of President, Secretary, Vice President or Treasurer. The Consumer Council Representative will attend the annual national Consumer Council Meeting. Specific duties of the Consumer Council Representative are listed in NAMI Washington Policy.

ARTICLE 8

COMMITTEES

I. Standing Committees

A. Executive Committee

The Executive Committee consists of all elected officers and for the fiscal year ending in 2003, all Board Members, as voting members, and the Executive Director as a non-voting member. The Executive Committee will exercise all of the powers of the Board between meetings of the Board except: electing officers, filling vacancies on the Board, or replacing Officers or Directors. The Executive

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Committee will meet at the call of the President or of any two other members. The minutes of the Executive Committee will be submitted by the Secretary in writing to the Board. The proceedings of the Executive Committee will be subject to revision by majority vote of the Board except where legally binding commitments have been made.

B. Audit and Finance Committee

There will be an Audit / Finance Committee consisting of three members; a Director who is not an officer and two (2) members in good standing appointed by the Board of Directors. The committee chair shall be appointed by the President. The committee chair will select additional members subject to the approval of the Board of Directors.

This committee is charged with overseeing the corporation's financial reporting processes and compliance with generally accepted accounting principles. The committee is authorized to appoint or replace, compensate and oversee an annual independent audit of NAMI Washington, to receive, retain and treat internal complaints relating to accounting and financial matters reporting the results of their work to affiliates and the Board of Directors, as it deems necessary, engaging independent counsel and advisors to carry out its duties at NAMI Washington's expense..

C. Public Policy Committee

There will be a Public Policy Committee consisting of not less than three members appointed by the NAMI Washington Board of Directors. Public Policy Committee members will serve a one (1) year term. The President will appoint the Chairperson of the Public Policy Committee. The Board of Directors reserves the right to remove members of this committee as they see fit.

The Public Policy Committee will receive written and oral testimony from NAMI members, leaders, friends and allies regarding public policy issues including all matters of interest brought before the Washington State Legislature, and make written position recommendations to the Board of Directors for their approval. If the Board of Directors approves a position by a two-thirds vote, it will be adopted as policy and implemented through the affiliate membership.

D. Nominating Committee:

The duties and responsibilities of the Nominating Committee are detailed in Article 6.

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E. Other Standing Committees.

Additional standing committees may be established if deemed necessary and appropriate by the Board of Directors to better accomplish the work of NAMI Washington. The establishment of new standing committees requires an amendment to these Bylaws.

II. Special or Ad Hoc Committees.

The President, in consultation with the Board of Directors, may appoint special or ad hoc committees as desired to carry out special tasks on behalf of NAMI Washington. The President will appoint the chair of all such committees subject to the approval of the Executive Committee. Additional standing committees maybe formed by the President as needed provided that they are approved by the Board of Directors at the next regular Board meeting.

ARTICLE 9

DISPUTE RESOLUTION

NAMI Washington is the exclusive correspondent with NAMI National on matters of disputes between Affiliates until such disputes are referred to NAMI National for final resolution.

The Board will mediate resolution of any dispute between Affiliates that cannot be successfully resolved by the principals. The Boards of Directors of the Affiliate(s), which are party to the dispute, will notify the President of NAMI Washington in writing of the existence of the dispute and the names of the persons authorized to act on behalf of the disputants. The Executive Committee will investigate the dispute and work with the parties to mediate a resolution, or delegate this responsibility.

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

ARTICLE 10

AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws adopted by a majority vote of the affiliate membership.

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Proposed amendments to the Bylaws may be made by NAMI Washington Directors or affiliates and will be communicated in writing to all affiliates not less than forty five (45) days before such amendments are to be voted on for approval. Voting on amendments to the Bylaws shall take place at the annual meeting and each affiliate shall have one (1) vote. The President of the affiliate shall be the person casting the vote for the affiliate. If the affiliate President cannot attend the annual meeting, a representative of the affiliate may cast a proxy vote on behalf of the affiliate provided she/he presents a written proxy letter signed by the affiliate President to the NAMI Washington President.

ARTICLE 11 INDEMNIFICATION OF OFFICERS AND DIRECTORS

No Director or officer of NAMI Washington will be liable to NAMI Washington for monetary 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 Washington, or in the cases of gross negligence or intentional wrongdoing. NAMI Washington may indemnify persons for whom indemnification is permitted by the State of Washington to the fullest extent permissible under the law and may purchase such indemnification insurance, as the Board of Directors from time to time will determine. The Board of Directors will have the power to define the requirements and limitations for NAMI Washington to indemnify directors, officers, members, or others related to NAMI Washington.

These are the current bylaws approved by a 2/3 vote of the Directors eligible to vote at a meeting of the NAMI Washington Board held in June, 2003.

/s/ James W.R. Adams Date: June 22, 2003
Secretary