



## Minutes

### NAMI Board of Directors' Special Meeting June 9, 2020 -- Tuesday, 7:00-8:04 p.m. EDT Convened via Teleconference

#### Board Members Present (term year specified):

- Joyce Campbell (2021)
- Lisa Carchedi (2022)
- Charma Dudley (2022)
- Vanessa Fernandes, 2<sup>nd</sup> VP (2021)
- Jim Hayes (2020)
- Shirley Holloway, 1<sup>st</sup> VP (2022)
- Adrienne Kennedy, President (2020)
- Carlos Larrauri (2020), Secretary
- Amanda Lipp (2020)
- Micah Pearson (2020)
- Steve Pitman (2021)
- Tracy Plouck (2022)
- James Reiser (2022)
- Catherin Roach (2022)
- Dave Stafford, Treasurer (2021)

#### Board Members Absent:

- Stacey Owen, (2021)

#### Staff:

- Dan Gillison, CEO
- David Levy, CFO
- Terri Brister, National Director, Research & Quality Assurance
- Annette Gants,

- I. **Call to Order:** Verification of Quorum. Adrienne called the Special Meeting of the Board to order at 7:00 pm. Carlos verified Quorum.
- II. **Action:** Motion to suspend 7-Day advance notification; Steve moved, Jim seconded. The motion was approved unanimously.
- III. **Agenda:** No vote required on Agenda of Special Meeting
- IV. **Action:** Vote on Recommendation of the Finance Committee to approve the 2019 IRS 990. The recommendation was approved unanimously.
- V. **Action:** Motion to abrogate the 90-day Bylaw requirement (current NAMI Bylaws: Article III, Section 3, p.9) and to allow for the submission of the Resolution on the Plan to Migrate from the Resolution Committee to be on the 2020 Ballot. Micah moved, Jim seconded. Upon a Roll Call Vote, the motion was approved unanimously.



- VI. **Action:** Vote on the Recommendation of the Governance Committee and the Resolution Committee to migrate domicile of NAMI Corporation from the State of Missouri to State of Arizona . Upon a Roll Call Vote, the recommendation was approved unanimously.
- VII. **Action:** Vote on the Recommendation of the Governance Committee and the Resolution Committee to adopt the proposed Bylaw change from the current Bylaws (which are silent on the matter) to the proposed Arizona Bylaws provision which provides for removal of a board member for cause, upon a majority vote of the board. Upon a Roll Call Vote, the recommendation was approved unanimously.
- VIII. **Action:** Vote on the Recommendation of the Governance Committee and the Resolution Committee to adopt the proposed Bylaw change from the current Bylaws (Article III, Section 3, p.9) to the proposed Arizona Bylaws provision which provides for setting submission deadlines 60 days prior to the Annual Business Meeting and for the Board’s ability to modify dates and/or deadlines in cases of national emergencies, pandemics or natural disasters. Upon a Roll Call Vote, the recommendation was approved unanimously.
- IX. **Action:** Vote on the Recommendation of the Executive Committee for the Board to remain neutral on the ByLaws amendment proposal, submitted by the ED Council Executive Committee and an additional ED, for the establishment of an ED Seat on the national board, to be elected by the ED Council. The Roll Call Vote passed with 14 in favor of the motion, 1 opposed). (Please Note: 15 members voting; board president abstains from all votes, except when needed to break a tie vote.)
- X. **Motion to adjourn:** Jim moved, Charma seconded. Having no further business, Adrienne declared the meeting adjourned at 8:04 pm.

Submitted by Carlos A. Larrauri

Secretary, NAMI Board of Directors