



National Alliance on Mental Illness

nami | Western Slope

By-laws of NAMI Western Slope (a nonprofit corporation)

ARTICLE I. Name

Section 1.1 The name of this corporation shall be NAMI Western Slope. NAMI Western Slope is affiliated with the national organization, NAMI, located in Arlington, Virginia.

ARTICLE II. Mission

Section 2.1 NAMI Western Slope's mission statement is "To provide education, support and advocacy for people affected by a mental illness and their families."

Article III. Membership

Section 3.1 Membership is composed of Individuals with mental illness, their families, friends, mental health providers, or other professionals, and people in the community.

3.1.1 Individual/Family Members (I/FMs)

Section 3.2 **Voting Members.** Voting members shall consist of those members who have paid annual dues in the amount and manner established from time to time by resolution of the Board of Directors. Each membership provides only one vote for each family, association or business organization.

Article IV. Dues

Section 4.1 Affiliate members pay dues yearly as established by the Board of Directors.

Section 4.2 The local or state Board of Directors may waive dues for individual members at their discretion.

Section 4.3 Dues paid are not refundable.

Article V. General Membership Meetings

Section 5.1 **Annual Meeting.** The Board of Directors, at their discretion may call for an annual membership meeting at such date, place, and time as determined by the board of directors.

Section 5.2 **Special meetings.** Special meetings of the general membership may be called by a majority of the Board of Directors for a date, place, and time as determined by the Board of Directors. Notice of a special meeting of the general membership must be communicated by the Board of Directors in writing or via email to the entire voting membership a minimum of ten (10) days in advance of the meeting. The only business which may be conducted at a special meeting shall be those items included in the notice of the meeting. Special meetings shall not replace an annual meeting.

Section 5.3 **Proxy/Voting.** Members entitled to vote at any meeting may vote either in person or by proxy in writing or email, which proxy shall be filed with the Secretary of the meeting before being voted. Such proxies shall be limited to one meeting only.

Section 5.4 **Quorum.** Except as hereinafter provided or as otherwise provided by law, at any meeting of the members the number of members present or voting by proxy shall constitute a quorum

Article VI. Fiscal Year

Section 6.1 The fiscal year begins January 1 and ends December 31.

Article VII. Board of Directors

Section 7.1 **Number.** The Board of Directors shall consist of a minimum of three (3) and not more than eleven (11) members.

Section 7.2 **Qualifications.** Board members shall be family members, guardians of a person with a mental health condition, persons who have experienced a serious mental illness or any I/FM who wishes to serve. The number of the members of the board who are not family members, guardians or persons who have experienced a serious mental illness shall not exceed twenty percent (20%) of the total number of board members allowed by the by-laws.

Section 7.3 The immediate past president serves an ex-officio member.

Section 7.4 **Terms of Office.** Each director shall be elected for terms of two (2) years with a three (3) term limit or until their successors have been duly elected and qualified.

Section 7.5 **Powers of Directors.** The Board of Directors shall have the entire management of the affairs of this corporation.

Section 7.6 **Meetings.** Meetings of the Board of Directors shall be held as often as may be necessary, and meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors. Meetings of the Board of Directors shall be open meetings. A quorum shall be the majority of the active board members present at any meeting.

Section 7.7 **Minimum notice of meetings.** of the Board of Directors shall be given to each director in writing at least five (5) days before the time and date fixed for the meeting. An agenda, when practical, shall be included with such a notice. Notice given by e-mail shall be deemed given at the time email was sent.

Section 7.8 **Quorum.** A majority of the members of the Board of Directors serving at the time shall constitute a quorum for the transaction of business. No voting shall take place without a quorum. When a quorum is present at any meeting, a majority of the members present shall decide any question brought before the meeting except as otherwise provided by law or by these by-laws.

Section 7.9 **Action without a meeting.** Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing or email, setting forth the action so taken shall be signed by two-thirds of the Board of Directors including two officers.

VIII. Officers

Section 8.1 **General.** The corporation shall have a President, a Vice-President, a Secretary and a Treasurer, or Secretary/Treasurer and other such officers as the Board of Directors shall deem necessary for the proper management of the corporation.

Section 8.2 **President.** The President shall be the chief executive officer of the corporation and, when present, shall preside at all meetings of the members and shall preside at the meetings of the Board of Directors. Unless some other person is specifically authorized by a vote of the Board of Directors, the President shall sign all contracts of the Corporation approved by the board. The President shall perform all the duties incident to this office and shall perform such other duties as the Board of Directors may designate.

Section 8.3 **Vice-President.** The Vice President shall perform the duties and have the powers of the President during the absence or disability of the President except as specifically limited by the Board of Directors. The Vice President shall assist the President and perform such other duties and have such other powers as the Board of Directors shall designate.

Section 8.4 **Secretary.** The Secretary shall keep minutes of all meetings of the members and of the Board of Directors, and shall perform the duties commonly incident to this office, and shall perform such other duties and have such other powers as the Board of Directors shall designate. In his or her absence at any meeting, a Secretary pro-tempore shall perform such duties.

Section 8.5 **Treasurer.** The Treasurer shall perform or assure the performance of duties as directed in a resolution by the Board of Directors, to include but not be limited to:

Section 8.5.1 Accept, endorse and deposit in a bank all checks payable to NAMI-Western Slope.

Section 8.5.2 Arrange for the signing by a minimum of two officers of all obligations for the payment of money by NAMI-Western Slope. The board needs to approve any funds to be spent over the amount \$50.00.

Section 8.5.3 Keep complete and accurate records of dues paid and of all funds received and disbursed.

Section 8.5.4 Provide a treasurers report at each board meeting.

Section 8.5.5 Provide to members at the annual meeting a written financial report listing by budget category all receipts and disbursements during the previous fiscal year and the financial status of NAMI-Western Slope at the close of the fiscal year.

Section 8.5.6 Prepare and file necessary Federal and State reports.

All monies and documents in the Treasurer's keeping are the property of the corporation and subject at all times to the inspection and control of the Board of Directors.

IX. Executive Director

Section 9.1 An Executive Director may be employed by the Board of Directors and shall have general direction of and supervision over the day-to-day affairs of the organization. The Executive Director shall exercise such authority and perform such duties as the Board of Directors may from time to time assign to the Executive Director.

X. NAMI Requirements

Section 10.1 This organization acknowledges that NAMI controls the use of the name, acronym and logo of NAMI and AMI, that their uses by this corporation shall be in accordance with NAMI policy.

10.1.1 Upon termination of affiliation with or charter by NAMI, the uses of these names, acronyms and logo by this affiliate member shall cease.

Section 10.2 **Independence.** NAMI Western Slope shall be independent of other agencies and advocacy groups not affiliated with NAMI, and shall not share by-laws, Articles of Incorporation or Boards of Directors with such other groups.

XI. ELECTIONS, RESIGNATIONS AND VACANCIES

Section 11.1 **Election of Directors.** Election of directors to fill open positions of the Board of Directors shall be held at the annual meeting of each year. The Board of Directors shall appoint a nominating committee which shall prepare a slate of nominees. At least ten days prior to the annual meeting the slate shall be mailed or emailed to all members with written notice of the coming election. Additional nominations may be made by a member at the annual meeting with the consent of the nominee.

Section 11.2 **Resignation and Removals.** Any director or officer of the corporation may resign at any time by giving written or email notice to the Board of Directors. The Board of Directors, by vote of not less than a majority of the entire board, may remove from office any officer or agent elected or appointed by it for reasonable cause. After giving reasonable notice to any director or officer who has failed to attend three consecutive board meetings without reasonable cause the Board may declare the office vacant.

Section 11.3 **Vacancies.** If a position on the Board of Directors or if any office is or becomes vacant, the directors may, by vote of a majority, choose a successor who shall hold office until the next annual meeting.

XII. Non-Discrimination

Section 12.1 This organization shall not discriminate against any person or group of persons on the basis of race, disability, creed, sex, religion, or age in the requirements for membership, its policies, or actions.

XIII. Parliamentary Authority

Section 13.1 The rules in Robert's Rules of Order shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these by-laws.

XIV. Revision of Amendments

Section 14.1 The Bylaws of NAMI-Western Slope may be amended, added to, or repealed by a majority vote of the members voting in person or by proxy at the annual meeting, a regular board meeting or at a special meeting of the members, provided a description of the proposed changes is given in writing with the notice of the meeting.

Leslie Kent, President

The above by-laws were approved and adopted by the Board of Directors of the National Alliance on Mental Illness-Western Slope, Colorado on August 1, 2011.

Article XV. Dissolution

Section 15.1 Upon dissolution of the corporation NAMI Western Slope, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, distribute all of the assets of the corporation exclusively for the purposes of the corporation, or to NAMI Colorado and/or NAMI National (Amendment voted on 5/7/2012)

Article XVI. Voting Procedure

Section 16.1 Voting may be held by having members physically present at the place of meeting at the same time, via electronic communication, such as, but not limited to, telephone conference calling, internet chat rooms or any forms of communication not specifically mentioned now in existence or in the future. (Amendment voted on 5/7/2012)