

BYLAWS
NAMI-New York State
National Alliance on Mental Illness
(Adopted by the membership October 1998)
(Amended November 2007)
(Clarified by a board vote April 2008)

PREAMBLE Mission Statement

The purpose of the NAMI-New York State shall be to serve as an alliance of local mutual support, advocacy, self-help groups and individual members at-large dedicated to improving the quality of life for people with serious mental illness and to the eventual eradication of the severe effects of mental illness.

We will:

- A) Support, advance and defend the rights, interests and welfare of persons with serious mental illnesses in New York State and ensure that persons with mental illness – in institutions and in the community – are protected from abuse, possible harm or exploitation.
- B) Advocate for neurobiological research to improve treatments, discover the causes and eventually eliminate mental illnesses. Support therapeutic, rehabilitative, and research programs and activities which improve the quality of life of persons with mental illness, and are in compliance with acceptable standards of professional treatment, which protect the safety and well-being of vulnerable persons with psychiatric disabilities.
- C) Educate the public, mental health professionals and government officials regarding the urgency of meeting the personal health, social, vocational and housing needs of people with serious mental illnesses and the necessity of understanding the dimensions of the illnesses.
- D) Eliminate the unjust stigma attached to mental illnesses through the use of media, schools and other avenues of communication.
- E) Encourage, promote and support policies at local, state and federal levels to insure quality institutional and community services for people with severe mental illnesses and monitor services being offered.
- F) Help families organize mutual support/self-help groups to develop and expand a network to enhance the well-being of persons with serious mental illnesses.
- G) Serve as an information exchange center for similar groups in New York State.
- H) Work to improve support services for the family and to educate professionals, families and persons who are in training to enter mental health fields about the needs and burdens of families of persons suffering from these illnesses.
- I) Solicit, receive and contribute funds to accomplish the above programs.

ARTICLE I

Name

The name of the organization shall be NAMI-New York State, Inc.

ARTICLE II

Membership

Section 1. There shall be two types of membership – voting and non-voting. Voting members shall consist of individual/family members, I/FMs, and local affiliates that accept the mission NAMI-NYS and the NAMI national organization. Annual dues paid to NAMI-NYS entitle the members to vote in state matters. Annual dues paid to NAMI national entitle the NAMI-NYS members to vote in national matters. The dues, both for voting and non-voting members, and the manner of payment shall be determined by resolutions of the Board of Directors of NAMI-NYS and the Board of Directors of NAMI national, respectively

Section 2. Voting Members

A. Individual/Family Members (I/FMs)

- (1) Definition: An I/FM is a family, a family member, consumer, or friend of a person with mental illness who accepts the mission of NAMI-NYS and NAMI, and has paid dues to an affiliate, unless waived by the affiliate, and for whom annual dues shall have been paid by the I/FM's affiliate to NAMI-NYS.
- (2) Voting Rights: I/FM's shall: (i) be the voting members of the affiliates, (ii) shall nominate and elect the members of the Board of Directors and adopt and amend the bylaws of NAMI-NYS as prescribed by these bylaws; (iii) may otherwise be voting members of NAMI-NYS as prescribed by these bylaws; and (iv) shall also be the unit for purposes of determining the number of votes to be allocated to affiliates in their voting by proportional representation within NAMI other than for the election of the members of the Board of Directors of NAMI-NYS and the adoption and amendments of its bylaws and passage of resolutions.
- (3) Method of Voting: The method and formula for voting shall insure that I/FMs shall have equal access to the process of nominating and electing the members of the Board of Directors of NAMI-NYS, adoption and revision of its bylaws, and passage of resolutions and that voting affiliates shall have equal access in voting on other internal matters of NAMI-NYS.
- (4) Manner of Voting: Voting by I/FMs may be in person, by mail, or by individual written and signed proxy on a form prescribed by the Board of Directors of NAMI-NYS. Votes by affiliates, by weighted vote or by delegates, shall not be valid unless the delegate certifies in writing that the votes reported by him or her were duly cast by the I/FM's in accordance with the provisions of these bylaws.

PROVIDED, HOWEVER, THAT:

- (a) A voting I/FM who is a member of two or more affiliates of NAMI-NYS (a Multiple I/FM) shall designate one of such affiliates as a Principal Affiliate. Such designation shall be sent in writing to each of the affiliates in which the I/FM is a member, as well as to NAMI-NYS.
- (b) A Multiple I/FM may cast one vote as a member of the Principal Affiliate only. A vote by a Multiple I/FM in an affiliate other than the I/FM's Principal Affiliate shall not be valid. The vote or votes by a Multiple I/FM who fails or omits to designate the Principal Affiliate shall likewise be invalid.
- (c) The foregoing voting limitations of Multiple I/FMs shall apply to NAMI-NYS and NAMI matters only. In all other respects the Multiple I/FM's rights and duties as a member of an affiliate shall be governed by the affiliate's own bylaws and other duly established governing procedures.

B. Affiliates – Eligibility and Voting

- (1) Any local mutual support/self-help, advocacy group or association situated in the State of New York composed of at least five I/FMs, whose purposes are similar to those stated in the Preamble to these bylaws

and consisting predominantly of family members of mentally ill persons or persons suffering from mental illness, may become an affiliate upon payment of annual dues and approval of the Board of Directors.

- (2) Each affiliate in good standing by payment of dues to NAMI-NYS shall be a voting member in any election or other proposition submitted to a vote on NAMI-NYS matters, except the nomination and election members of the NAMI-NYS Board of Directors, the adoption and amendments of its bylaws and passage of resolutions.
- (3) The number of votes that each affiliate may cast shall be:

Number of members in the affiliate at least 40 days prior to the date of voting whose dues have been paid to their affiliate and to NAMI-NYS:

Number of votes:	
5-25	1
26-50	2
51-75	3
76-100	4
101-100	5
for each additional 100 members or any part thereof.	1 additional vote

- (4) All applicants to NAMI for affiliate membership shall be endorsed by NAMI-NYS. The failure or omission of NAMI-NYS to endorse an application of a proposed affiliate within 60 days of receiving it from NAMI, shall be deemed a dispute to be resolved by NAMI under its procedures with respect thereto.

Section 3. Associate Members at Large – Non-Voting

Any individual, association, corporation or other entity may become an Associate Member-at-Large upon payment of annual dues, unless such membership represents a conflict of interest as determined by the Board of Directors. Their annual dues shall be as determined from time to time by the NAMI Board of Directors. Associate members will be entitled to all the privileges of membership except voting and serving either as a member of the Board of Directors or as an officer.

ARTICLE III

Finance

Section 1. The fiscal year shall be the calendar year.

Section 2. NAMI-NYS dues shall be established by the Board of Directors and shall be paid by April 1 of each calendar year by all affiliates and current members. New affiliates and members shall pay dues upon registration.

Affiliates shall collect dues from their I/FMs and Associate Members-at-Large, and forward the proper amounts to the NAMI-NYS office.

Section 3. If not in good standing, good standing shall be attained by the payment of dues for the calendar year 40 days in advance of the next scheduled election. Good standing is required for all voting rights and privileges of membership. This section takes effect the day of payment and is not retroactive.

ARTICLE IV

Meetings

Section 1. NAM-NYS shall hold at least one general meeting each year, on a date and at a location determined by the Board of Directors.

Twenty percent, 20%, of the Affiliates shall constitute a quorum at any general meeting. Five percent (5%) of I/FMs present, in person, by proxy, or mail-in vote, shall constitute a quorum.

Section 2. Special meetings of the membership may be called by the President or by a majority of the Board of Directors. Notification at least 15 days in advance is required.

Section 3. Provided that they are not in conflict with the certificate of incorporation, the Not-for-Profit Corporation Law of New York, or these bylaws, the most recent edition of Robert's Rules of Order shall govern the conduct of business in all meetings of members, the Board of Directors and Committees.

Section 4. Resolutions: All resolutions to be acted upon at general meetings shall be proposed by voting members. Resolutions shall be submitted in writing to the Bylaws/Resolutions Committee. The Committee shall send the proposals with recommendations to the Board of Directors. The Board will send the resolutions with recommendations to the I/FMs for a vote of approval or rejection.

Section 5. Time for Submission of Proposed Resolutions.

- A. Proposed resolutions shall be submitted to the Bylaws/Resolutions Committee 60 days in advance of the election.
- B. The Committee will forward the resolutions with recommendations to the NAMI-NYS Board 50 days in advance of the election.
- C. The Board of Directors will send the resolutions with recommendations to the I/FMs 30 days prior to the election.
- D. Resolutions will be passed by a majority of the voting power of the I/FMs voting at the general meeting.

ARTICLE V

Board of Directors

Section 1.

Duties: The affairs of NAMI-NYS except as otherwise provided by law, a certificate of incorporation or by these Bylaws shall be conducted by a Board of Directors. The Board of Directors shall be responsible for the general management of NAMI-NYS. This entails establishing policies and reviewing operations, providing directions and goals, assisting in securing funding, monitoring finances and hiring and working with the Executive Director and office staff. All Board members are expected to be active advocates and participants on at least one committee. They should provide NAMI-NYS with dedication, skills, and resources to further its goals and objectives.

Section 2. Directors: The Board of Directors shall consist of 16 elected members, one of whom shall be nominated and elected as a consumer member, and one or more other members as provided by sections 3 and 4 below. Each elected member shall serve for a term of three years, except for those elected to fill a vacancy. At each annual meeting of the members, five regular directors and one consumer –director shall be elected to fill the vacancies of directors whose terms expire at the end of that meeting and they shall hold office until the third succeeding annual meeting. In case of a tie vote, a run-off election will be held at the annual meeting. To the greatest extent possible the Board of Directors should represent the cultural and geographic diversity of New York State.

Section 3. Muriel Shepherd, the Founding President, shall be a non-voting member of the Board of Directors in accordance with her special status established by the resolution of the Board adopted in 1990.

Section 4. During his or her term of office as a member of the NAMI Board of Directors, a member in good standing or NAMI-NYS affiliate shall be an ex-officio, non-voting member of the NAMI-NYS Board.

A Director elected for a term of office of 3 years or elected or appointed for a term of office of at least one year shall be eligible to succeed him/herself one time only during his/her membership as an I/FM of NAMI-NYS. After succeeding him/herself once, the Director is thereafter prohibited from having two terms in succession. A lapse of one year is required between terms. A term of office is considered completed by serving out the term or resignation or removal from office at any time prior to the lapse of the term.

Resignations: A Director may resign from the Board after discharging any indebtedness to NAMI-NYS by delivering his/her resignation in writing to the President and/or to the Executive Director. This act shall operate as a release for him/her of future obligations and shall be considered the date of resignation. The Director may in writing withdraw a resignation letter before the next Board meeting. If no withdrawal is received, the resignation shall be accepted by the Board as final.

The Board of Directors shall consist of persons who have or have had mental illness in their family or persons who themselves may have had a mental illness. "Family member" includes guardian in fact or in law.

Section 5. Nominating Procedure: Each I/FM may submit the name(s) of any member(s) of NAMI-NYS as proposed nominee for director. Such proposals shall be written, accompanied by a brief resume and written consent of the person nominated, and forwarded to the Chairperson of the Nominating Committee not less than sixty, 60, days prior to the scheduled election of the Board of Directors.

The Nominating Committee shall review the qualifications of all nominees, their nominators and their resumes, and shall send to each I/FM the qualified list, no later than thirty, 30 days prior to the next scheduled election meeting.

Section 6. Vacancies:

In the event of one or more vacancies on the Board of Directors, the Board shall elect replacements as soon as practical. All candidates for election by the Board must be members of good standing in NAMI-NYS. The replacements shall serve until the scheduled end of the term of office of the Director being replaced.

Section 7. Staff Ineligibility: Paid staff members of NAMI-NYS or any NAMI affiliate may not be elected to the Board of Directors.

ARTICLE VI

Directors Meetings

Section 1: First Meeting: Immediately following the general meeting at which the Directors are elected, the Board of Directors shall meet and organize by electing, from among themselves, the officers of NAMI-NYS.

Section 2: Regular Meetings: The Board of Directors shall hold at least three meetings in addition to the first meeting, their time and places to be designated by the President.

Section 3: Special Meetings: The President or a majority of the Board of Directors may call a special meeting. Notification 15 days in advance is required.

Section 4. Quorum: A majority of the Board of Directors shall constitute a quorum at any meeting, and a majority of these present shall have the power to act in all matters, except as specifically provided to the contrary elsewhere in these bylaws.

Section 5. All I/FMs may attend meetings of the Board of Directors in a non-voting capacity, and may speak with the Chair's permission on items before the Board. Only members of the Board may attend the executive sessions. In addition, a minimum of 15 minutes will be set aside at each board meeting to hear from members who wish to share ideas or express concerns.

Section 6. Action Without a Meeting: In accordance with Sec. 708(b) of the New York Not-for-Profit Corporation Law, unless otherwise restricted by the certificate of incorporation or the bylaws of any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the Board or committee.

Section 7. Absences: Any member of the Board of Directors who is absent without satisfactory excuse from two consecutive Board meetings shall be replaced by Board appointment at the President's, or any Board member's recommendation. A Director shall be elected to the Board as outlined in ARTICLE V, Section 6. The President shall promptly notify the Directors of the action of the Board.

Section 8. Proxy Voting: Proxy voting at Directors' meetings shall be forbidden.

ARTICLE VII

Officers

Section 1. General: The corporation shall have a President, a First and Second Vice-President, a Secretary and a Treasurer.

Section 2. The President shall preside at all regular and special meetings of the Board of Directors and the Executive Committee of NAMI-NYS. The President shall exercise such authority as authorized by the Bylaws or as the Board of Directors may assign. The President shall be a member, ex-officio, of all committees except the Nominating Committee.

Section 3: Vice-Presidents: In the event of the President's incapacity or inability to act for any reason, the First Vice-President shall possess all the powers and perform all the duties of the President. If the President and First Vice-President are incapacitated, or unable to act for any reason, The Second Vice-President shall possess all the powers and perform all the duties of the President.

The main focus of activities of the First Vice-President will involve public relations and outreach within NAMI-NYS and to outside groups such as government agencies and officials, HMO's, industry foundations and other not-for-profit agencies in the mental health field.

The Second Vice-President will be in charge of coordinating and overseeing the financial resources of NAMI-NYS including fund-raising to make sure that NAMI-NYS activities are in line with resources. Both Vice-Presidents are expected to carry out these responsibilities in close coordination with office staff. The Vice-Presidents shall also perform such duties as may be assigned to them by the Board of Directors or President.

Section 4: Secretary: The Secretary shall attend all meetings of the Board of Directors and shall record all votes taken and minutes of all proceedings to be placed in a file. Copies of minutes shall be sent to the Affiliate Presidents. All consents of the Directors adopted in accordance with Section 6 of Article VI shall be recorded in a file. The Secretary shall perform such other duties as are incidental to the office and she may be assigned by the Board of Directors or President.

Section 5. Treasurer: The Treasurer shall oversee the collection, receipts, deposit and investment of NAMI-NYS funds as approved by the Board of Directors. He/she shall submit at each regular Board meeting a report of the financial transactions and the financial condition of NAMI-NYS. This report shall be distributed to Affiliate Presidents. The Treasurer shall submit to NAMI-NYS an annual financial report which shall be audited annually by a certified public accountant and he/she shall perform such other duties that pertain to the office of Treasurer.

ARTICLE VIII

Committees

Section 1. Executive Committee: The Executive Committee shall consist of the President, the two Vice-Presidents, the Treasurer and the Secretary and two other elected members of the Board of Directors. In the absence or unavailability of any of these officers, the President, or in his or her absence, the First Vice-President, shall select a replacement from among the members of the Board of Directors. The Committee shall have all the powers of the full board except for the approval of major contractual commitment of expenditures in excess of \$2,500, the filling of vacancies on the Board of Directors, election of officers, amendments to the certificate of incorporation, approval of budgets and amendments thereof, all actions that, pursuant to the Not-For-Profit Corporation Law, or any other law, require the vote of more than a majority of the members of the Board of Directors, as well as any other matters that may be proscribed, from time to time, by the Board of Directors. All actions taken by the Executive Committee shall have the same force and effect as actions taken by the full Board, but such actions shall be subject to review by the full Board of Directors who may amend, modify or revoke the Committee's determinations except that, to the extent that the rights of third parties dealing in good faith with NAMI-NYHS are involved, the Committee's determinations shall be final and binding. A quorum of the Executive Committee shall consist of four members, and a majority of those present have the power to act on all matters except as may be expressly forbidden by law or elsewhere in these bylaws.

Section 2: Standing Committees: The Standing Committees shall be:

A. Management Committees

1. Bylaws and Resolutions
2. Conference
3. Finance and Audit
4. Membership
5. Nominating
6. Personnel

B. Service Related Committees

1. Children & Adolescents
2. Curriculum & Training
3. Forensic Network
4. Government Relations
5. Housing
6. Insurance Related Committees
7. Multicultural
8. Public Awareness & Education
9. Research
10. Social Security/Trusts
11. Vocational Rehabilitation

The responsibilities and duties of the Standing Committees shall be determined by the Board of Directors where not defined elsewhere in the bylaws. The chairperson of each Standing Committee shall be appointed by the Board of Directors as recommended by the President, or any director, and shall, except for the Nominating Committee, select the other members of the Committee. The Chairperson of the Standing Committees selected shall hold office until the next scheduled election. The President, with the approval of the Board of Directors, may combine committees, disband committees or establish new committees in the interest of effective management.

Section 3. Special Committees: Special Committees shall be established by the Board of Directors as the need arises. The chairperson of such special committees shall be appointed by the President.

Section 4: Nominating Committee: The Nominating Committee shall consist of five members, with the chairperson appointed by the Board of Directors soon after each scheduled election. Members of the Nominating Committee shall be proposed by the Chair of the Committee and elected by the Board. As much as possible, the Committee should represent the diversity and geographic division of New York State.

ARTICLE IX

Election Procedures

Section 1. Nominations: The Nominating committee will present the names of qualified nominees to the membership at the annual business meeting.

Section 2. Elections: I/FMs shall elect the members of the Board of Directors on written ballot. Ballots must be voted for the exact number of positions open or the ballot will be void.

Section 3. Proxy Voting: Proxy voting by I/FMs and by affiliates in all elections and other matters of NAMI-NYS shall be permitted.

ARTICLE X

Executive Director

Section 1. An Executive Director may be employed by the Board of Directors and shall have general direction and supervision over the day-to-day affairs of the corporation. Such person shall exercise authority and perform such duties as the President and Board of Directors may from time to time assign. A complete up-to-date job description shall be on file as approved by the Board.

ARTICLE XI

Revision or Amendment of Bylaws

Section 1. Revisions or Amendments: Revisions or amendments to the bylaws may be proposed in writing to the Bylaws Committee by any affiliate, or I/FM in good standing. All proposed changes shall be submitted not less than 60 days ahead of the next scheduled election. Each I/FM shall receive in writing from the Bylaws Committee all proposed revision or amendment, together with a recommendation for adoption or rejection from the Bylaws Committee and/or the Board of Directors, shall be presented to the voting membership (I/FMs) at such next general meeting. A two-thirds majority of the voting power of the membership (I/FMs) voting shall be required to revise or amend these bylaws. Bylaws should be reviewed annually by the Bylaws Committee.

ARTICLE XII

Other Provisions

Section 1. NAMI Name and Logo: NAMI-NYS recognizes that NAMI controls the Name, Acronym and Logo of NAMI, and their uses shall be in accord with NAMI policy, and upon termination of charter with NAMI, the uses of the name, acronym or logo shall cease.

Section 2. All names selected by affiliates shall be subject to approval by NAMI-NYS Board of Directors. In any event, NAMI shall be a required part of the names of all affiliates.

Section 3. Resolution of disputes between member affiliates and proposed affiliates or between the State Organization and any affiliate

A. Between Affiliates:

The Board of Directors of NAMI-NYS shall have authority to mediate disputes between its member affiliates, between its proposed affiliates, and between its members and proposed affiliates by procedures and standards prescribed in a Dispute Resolution Procedure. If the dispute cannot be resolved in 90 days from the receipt by the President of NAMI-NYS of written notice by the Board of Directors of the existence of a dispute, the dispute shall be referred to the NAMI Board for binding arbitration by that board.

B. Between the Organization and its Affiliates:

A mediation procedure shall be established for resolving disputes by the State Organization and one or more of its proposed or member affiliates. If a resolution can not be achieved within 90 days from receipt by the President of NAMI a written notice from the organizers of a proposed affiliate or from the board of Directors of an affiliate or the State Organization of the existence of a dispute, the dispute shall be referred to the NAMI Board of Directors for binding arbitration.

Section 4. Non-Discrimination:

A. There shall be no discrimination against persons by this organization or any member affiliate on account of race, creed, sex, sexual preference, religion, age groups, urban, rural, or other geographical areas in the requirements for membership or its policies or actions.

B. Individual/Family Members – Membership in local affiliates and NAMI-NYS must be open to all persons with mental illnesses and all individual/family members as defined above.