

BYLAWS  
OF  
NAMI - MN  
A MINNESOTA NON-PROFIT CORPORATION

ADOPTED  
AUGUST 15, 1991

Amended February 1993  
Amended November 1993  
Amended December 1994  
Amended August 1996  
Amended March 1998  
Amended November 2000  
Amended November 2001  
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**BYLAWS**  
**Preamble**

NAMI-MN's mission is to champion justice, dignity and respect for all people affected by mental illness (biological brain disorders). Through education, advocacy and support, we strive to eliminate the pervasive stigma of mental illness, affect positive changes in the mental health system, and increase the public and professional understanding of mental illness.

NAMI-MN will accomplish its mission through the following:

- Coordination of activities of state and local advocacy groups
- Serving as an information collection and dissemination center
- Monitoring existing health care facilities, staff, and programming for adequacy and accountability, influencing the pre-professional and continuing education of mental health service providers.
- Promotion of new and remedial legislation
- Fostering public education
- Pressing for quality institutional and non-institutional care and individualized treatment of persons with mental illness.
- Promotion of community support programs, including appropriate living arrangements linked with supportive social, vocational rehabilitation and employment programs
- Improvement of private and governmental funding for mental health facilities and services, care and treatment, and residential and research programs.
- Liaison with other state and national mental health organizations.
- Delineation and enforcement of patient and family rights.
- Soliciting and receiving funds in support of all of the above.

**ARTICLE I**

Membership

Section 1.01 Membership Categories

There shall be two categories of members:

1. Members ("Members")
2. Local Affiliates ("Affiliates")

1. Members (“Members”)

- a. A Member is:
  - i. a person with a mental illness, or
  - ii. a relative of a person with a mental illness, or
  - iii. a friend of a person with a mental illness, or
  - iv. a supporter of NAMI-MN.

A Member may be one individual or a family of individuals that is counted as one for the purposes of paying dues and voting. A Member accepts the mission of NAMI-MN and shall have paid dues to an Affiliate unless waived by the Affiliate. A Member shall have had his or her annual dues paid by the respective Affiliate to NAMI –MN and NAMI or where there is no local Affiliate directly to NAMI-MN and NAMI.

- b. Each Member shall be entitled to cast one vote in person upon each matter submitted to a vote at a meeting of members. Each Member shall be entitled to cast one vote in person for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted. No proxy or voting agreements are permitted.

2. Local Affiliates (“Affiliates”)

- a. Definition – Affiliates shall be groups of five or more Members.
- b. Roles – The roles of Affiliates may include, among other thing, to organize and assist local support groups, to provide local information and referral services, to conduct community education by serving on local committees and boards, to interact with local professionals, to involve other community groups in the NAMI –MN agenda, to work with the local media on matters relating to mental illness, to report on local issues and needs to NAMI –MN, to engage in fund raising for Affiliate, State, and NAMI offices and programs, and to engage in grass roots advocacy on local, state and federal issues.
- c. Voting Rights –

Each Affiliate in good standing shall be entitled to cast vote/s in any matter before a meeting of the members excepting the nomination and election of the Board of Directors.

The number of votes per affiliate shall be determined by the following table:

Number of Members in the Affiliate ninety (90) days prior to the date of the meeting at which votes are cast	Number of Votes
5 – 50	1
51 – 100	2
101-200	3
201-300	4
301-400	5
401 – 500	6
501-plus	7

For the purposes of determining an Affiliate’s entitlement to vote, an Affiliate in “good standing” shall be defined as one in which the dues of at least 5 of its members shall have been paid to NAMI-MN and to NAMI during the 12 months preceding the credentialing date ninety (90) days prior to the annual meeting of NAMI-MN. A list of local voting members constituting the voting membership of the Affiliate shall accompany the dues payment.

(a) Procedure for dispute resolution between Affiliates/Proposed Affiliates.

The Board shall mediate resolution of any dispute between Affiliates/proposed Affiliates that cannot be successfully resolved by the principals. The President shall receive written notice from the Board of Directors of the Affiliate(s)/Proposed Affiliate(s) which are involved in the dispute, notifying the Board of the existence of the dispute and the names of persons authorized to act on behalf of the disputants. The Board shall investigate the dispute and work with the parties involved to mediate a resolution.

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 Affiliate/proposed Affiliate, shall be referred to the NAMI Board for final and binding resolution by the NAMI Board.

(b) Procedure for dispute resolution between NAMI - MN and Affiliates/proposed Affiliates.

The Board shall mediate resolution of any dispute which cannot be successfully resolved between NAMI - MN and its Affiliates/proposed Affiliates. The President shall receive written notice from the Board of Directors of the Affiliate(s) proposed Affiliate(s) which are party to the dispute, notifying the Board of the existence of the dispute and the names of persons authorized to act on behalf of the disputants. The Board 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 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 Affiliate/proposed Affiliate, shall be referred to the NAMI Board for final and binding resolution by the NAMI Board.

## **ARTICLE II Finance**

### Section 2.01 Membership Dues

Dues shall be set at the annual meeting of the Board of Directors.

### Section 2.02 Fiscal Year

The fiscal year of the corporation shall be from July 1 to June 30.

## **ARTICLE III Meetings**

### Section 3.01 Annual Meeting

An annual meeting of the members of the corporation shall be held during each calendar year, on the date and at the time and place set by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated as provided herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient. All meetings of the Board, its committees and the corporation shall be governed by Robert's Rules of Order.

### Section 3.02 Special Meeting

Special meetings of the members, for any purpose, may be called by the President or by the Board of Directors, and shall be called by the President at the written request of at least twenty percent (20%) of all the members of the corporation.

### Section 3.03 Quorum

Those attending a meeting of the members, where such meeting has been called and notices sent as per Article X, shall constitute a quorum.

## **ARTICLE IV Board of Directors**

### Section 4.01 General Powers

The business and affairs of the corporation shall be directed by its Board of Directors

### Section 4.02 Duties

The board of directors shall be responsible for defining the organization's mission and for providing overall leadership and strategic direction to the organization. In carrying out its duties, the board of directors shall actively set policy and ensure that the organization has adequate resources to carry out its mission; provide direct oversight and direction for the executive director and be responsible for the annual evaluation of his/her performance; and annually evaluate its own effectiveness as a governing body, as a group of volunteers, and as representatives of the community in upholding the public interest served by the corporation.

### Section 4.03 Number and Qualifications

The Board of Directors shall consist of not less than 15 and not more than 25 directors. The Board of Directors shall be made up of a majority of persons who have or have had mental illness, or parents or other relatives thereof.

### Section 4.04 Election and Term of Office

Directors shall be elected at the annual meeting of the members, excepting in the event of a vacancy, when election shall follow section 4.05. Directors shall serve for terms of three years or until their respective successors have been duly elected and qualified. Directors shall serve no more than two consecutive full terms.

### Section 4.05 Resignation

Any director may resign at any time by giving written notice of his or her resignation to the Board of Directors, the President or the Secretary of the corporation. Any such resignation shall take effect at the time specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

### Section 4.06 Removal

Any officer or agent elected or appointed by the Board of Directors may be removed, either with or without cause, at any time, by a vote of two-thirds of the total numbers of directors.

Members may be removed from the board by a majority vote of the board following three unexcused absences in a twelve month period. When the Board of Directors determines that an individual should be removed, that individual shall be provided with a notice of the intention to remove and shall have the opportunity to respond and object to such removal before the full board within 10 days of receipt of notice.

Any vacancy may be filled by a vote of the Board of Directors, and each officer so elected shall hold office for the remaining term of his or her predecessor in office.

### Section 4.07 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled by a vote of the Board of Directors, and each officer so elected shall hold office for the remaining term of his or her predecessor in office.

## **ARTICLE V Directors Meetings**

#### Section 5.01 Regular Meetings

The Board of Directors may provide, by resolution, the time and place, either within or without the State of Minnesota, for the holding of regular meetings without other notice than such resolution.

#### Section 5.02 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally, mailed, or by telephone to each director at his or her listed address.

#### Section 5.03 Quorum

A majority of the Board of Directors shall constitute a quorum at any meeting.

#### Section 5.04 Duties

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.

#### Section 5.05 Action by Electronic Communication.

A conference among the Board of Directors or any of its committees by a means of communication through which the directors/committee members may simultaneously interact with each other during the conference is a meeting if: 1) the Board of Directors/committee members can reasonably verify that the person on the other end is who they claim to be; 2) the same notice is given of the conference as would be required for a meeting; and 3) the number of directors participating in the conference is a quorum. Participation in a meeting by electronic communication constitutes personal presence at the meeting.

Under unusual circumstances, when directors need to take action between meetings, the directors may vote electronically if: 1) the Board of Directors can reasonably verify that the person on the other end is who they claim to be; 2) notice of the vote is provided to all directors; and 3) the number of directors participating in the vote is a quorum.

## **ARTICLE VI Committees**

#### Section 6.01 Standing Committees

The Board of Directors by resolution adopted by a majority of the directors in office may designate Standing Committees of the Directors. Such committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation.

#### Section 6.02 Executive Committee

The Executive Committee shall consist of the President, Vice-President(s), Secretary, Treasurer, past-President, one (1) member at large appointed by the Board of Directors, and the Executive Director (ex officio). During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board of Directors in the management and direction of the affairs of the corporation in all cases in which specific directions shall not have been given by the Board of Directors. All actions by the Executive Committee shall be reported to the Board of Directors at its next meeting and shall be subject to revision and alteration by the Board; provided, that no right of third parties shall be affected by such a revision or alteration. The Committee shall keep minutes of all of its meetings and transactions, and such minutes shall be reported at each meeting of the Board for approval and ratification by the Board of actions taken by the Executive Committee.

The Board of Directors shall fill vacancies in the Executive Committee. A majority of the committee shall

be necessary to constitute a quorum, and a majority vote of the members of the committee shall be necessary for action. The Executive Committee may act by written consent setting forth the action and signed by a quorum thereof although the committee has not formally convened. It shall determine its own rules of procedure, and shall meet as provided by such rules or by resolution of the Board of Directors, and it shall also meet at the call of the chair or of any member of the committee.

#### Section 6.03 Nominating Committee

The Nominating Committee shall be composed of four (4) board members, and one non-board member appointed by the President. The committee shall be responsible for nominating members of the corporation for election by the Board to fill Board vacancies as they occur. The Nominating Committee shall also be responsible for nominating members of the Board of Directors for the offices of President, Vice President(s), Secretary and Treasurer, as these offices become vacant. Nominations for the Board of Directors shall be received from Members by the Nominating Committee not less than ninety (90) days prior to the date of the next annual meeting. Nominations are subject to further board nomination and vote.

All nominees, whether nominated by the committee, the Board, or from the floor at the annual meeting, shall be members in good standing who have given consent to their nomination-

## **ARTICLE VII Officers**

#### Section 7.01 Number

The officers of the corporation shall be a President, a Secretary, a Treasurer, and Vice President(s).

#### Section 7.02 Election and Term of Office

The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner provided. No officer shall serve more than three consecutive years in any office.

#### Section 7.03 Board Chair

The Board Chair provides leadership to the Board of Directors and shall preside at all meetings after developing the agenda with the Executive Director. The Board Chair also encourages the Board's leadership role in strategic planning, ensures ongoing financial planning and financial reports, provides leadership to the Board's fundraising activities, appoints the chairpersons of committees in consultation with other board members, serves ex officio as a member of committees, leads discussions with the Executive Director regarding any issues of concern to the Board, leads regular, formal evaluation of the performance of the Executive Director and informally evaluates the effectiveness of board members, discusses issues confronting the organization with the Executive Director and shares recommendations with the Board, helps guide and mediate board actions with respect to organizational priorities and governance, leads evaluation annually of the performance of the organization in achieving its mission and shall exercise such authority and perform other duties as the Board of Directors may from time to time assign.

#### Section 7.04 The Vice President

In the event of the death, absence, incapacity, inability or refusal to act of the President, then the first Vice President, then the second Vice President, shall perform such other duties and exercise such other authority as may be from time to time imposed upon or assigned to them by the Board of directors.

#### Section 7.05 The Secretary

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda and assuring that corporate records are maintained. The secretary shall attest the signatures of authorized officers of the corporation on any instrument requiring attestation. The Secretary may, with the

consent of the Board of Directors, assign such duties to the staff of the corporation with the exception of attestation of the signatures of authorized officers of the corporation.

#### Section 7.06 The Treasurer

The Treasurer shall monitor current and complete financial records of the organization, shall oversee the custody of the corporate funds and shall make a report at each board meeting. S/he shall ensure the deposit of all monies and other valuable effects in the name of the organization, in such depositories as may be designated by 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. The Treasurer may, with the consent of the Board of Directors, assign such duties to the staff of the corporation.

The Treasurer shall be relieved of all of the responsibility for any securities or monies or the disbursement thereof committed by the directors to the custody of any other person or corporation, or the supervision of which is delegated by the Board of Directors to any other officer, agent or employee, and the Treasurer shall not be responsible for any action of any officer, agent or employee of the corporation.

#### Section 7.07 Other Officers, Agents and Employees

The corporation may have such other officers, agents and employees as may be deemed necessary by the Board of Directors. Such other officers, agents and employees shall be appointed in such a manner, have such powers and duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.

#### Section 7.08 Bond

The Board of Directors of the corporation shall from time to time determine which, if any, officers of the corporation shall be bonded and the amount of the bond.

### **ARTICLE VIII Executive Director**

#### Section 8.01

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 corporation. 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.

### **ARTICLE IX Indemnification**

#### Section 9.01

The corporation shall indemnify a person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person with the corporation in accordance with, and to the fullest extent provided by, the provisions of Chapter 317, Minnesota Statutes.

### **ARTICLE X Notice of Meeting**

#### Section 10.01

Written notice stating the place, day and hour of the meeting and, in the case of special meetings, the purpose or purposes for which the meeting is called, shall be delivered or given, either personally by mail

or electronically, to each member or director of record at such address as appears on the books of the corporation, not less than two (2) weeks before the date of the meeting in the case of the annual meetings of the members or Board of Directors, and not less than one (1) week before the date of the meeting in the case of any other meeting of members or meetings of the Board of Directors. Notice given by mailing shall be deemed given at the time such notice is postmarked. Whenever any notice is required to be given, 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 thereto.

Section 10.02

Except where the Bylaws elsewhere provide for a specific time or place, the caller or callers of a meeting of the members or of the Board of Directors shall designate the time and place of such meeting.

**ARTICLE XI**  
**Revision or Amendment of Bylaws and Articles of Incorporation**

Section 11.01 Bylaws

- (a) Bylaw changes shall take effect immediately after being approved by a two-thirds (2/3) majority of Members and Affiliates voting.
- (b) Revision or amendments may be proposed by any voting member. Any such revision or amendment shall be submitted in writing to the Board of Directors not less than ninety (90) days prior to the date of the next annual meeting. Each affiliate shall be given in writing all proposed revisions or amendments to these Bylaws with the written notice of the Annual Meeting. Each Affiliate shall in turn, give each of its Members in writing all such proposed revisions or amendments in its notice of the Annual meeting to its Members. Proposed revisions or amendments shall be presented to the voting membership at the next annual meeting, a two-thirds (2/3) vote shall be required to revise or amend the Bylaws.

Section 11.02 Articles

- (a) The Articles of Incorporation may be amended at the Annual Meeting by a two-thirds (2/3) majority of Members and Affiliates voting, provided that the proposed amendment has been set out in writing in the notice of such meeting.
- (b) Revision or amendments may be proposed by any voting member. Any such revision or amendment shall be submitted in writing to the Board of Directors not less than ninety (90) days prior to the date of the next annual meeting. Each affiliate shall be given in writing all proposed revisions or amendments to these Bylaws with the written notice of the Annual Meeting. Each Affiliate shall in turn, give each of its Members in writing all such proposed revisions or amendments in its notice of the Annual meeting to its Members. Proposed revisions or amendments shall be presented to the voting membership at the next annual meeting, a two-thirds (2/3) vote shall be required to revise or amend the Bylaws.

**ARTICLE XII**  
**Seal**

Section 12.01

The corporation shall have no seal.

**ARTICLE XIII**  
**Use of NAMI Name and Logo**

Section 13.01

NAMI-MN and its Affiliate members shall include in their names the words “NAMI.” We acknowledge that NAMI controls the use of the name, acronym and logo of NAMI and AMI, that their uses shall be in accordance with NAMI policy, and that upon termination of affiliation with or charter by NAMI, the uses of these names, acronyms and logo by an Affiliate member or Organization shall cease.

**ARTICLE XIV**  
**Offices**

Section 14.01

The registered office of the corporation shall be located in the State of Minnesota.

**ARTICLE XV**  
**Equal Employment Opportunity Employment Policy**

Section 15.01

It is the policy of NAMI - MN to provide equal employment opportunities without regard to race, color, national origin, religion, sex, sexual orientation, disability or age to all applicants for employment and to all employees. The corporation further pledges to actively continue its policy of non-discrimination in the employment of qualified individuals with disabilities.