



# *Organizing for Success*

## *Bylaws*

If your affiliate has not already done so, you will need to develop and adopt bylaws immediately. Sample affiliate bylaws that meet NAMI standards are provided below. We recommend using this sample as a framework for developing or reviewing your own affiliate bylaws. Based on the size and activities of your affiliate you may want to exclude, clarify or revise the wording. **Don't forget to have your state NAMI office and/or the national office review your bylaws and any revisions before they are adopted, and send each a final copy when approved.**

*Please note that suggestions and guidelines have been denoted with \*\*\*\*'s and should not be included in your final copy.*

## *Sample Affiliate Bylaws*

### **I. Mission**

- A. To provide support, education and advocacy for people with mental illness and their families.
- B. To promote better quality of care, rights and interests of people with mental illness, particularly of those who cannot speak for themselves, and to advocate policies at the local, state and national levels to accomplish these objectives.
- C. To help families and friends of people with mental illness by providing emotional support, education and information.

### **II. Membership**

- A. Membership is composed primarily of people with mental illness, their families, friends, mental health providers, and/or allied professionals, and people in the community.
- B. Members in good standing are eligible to hold office and vote in person or by proxy on all motions considered at general membership meetings.
- C. Control of this organization rests with the members. Any action of the Board of Directors is subject to review and approval by a majority of the membership present at a meeting. Any member may request that any action or motion be tabled or rescinded by a majority of the membership at a regular meeting or a special meeting called for the purpose.
- D. The organization shall be independent of other agencies and advocacy groups not affiliated with NAMI, and shall not share bylaws, articles of incorporation, or boards of directors with such other groups.

### **III. Dues**

- A. Affiliate members pay dues yearly as established by the Board of Directors.
- B. The local or state Board of Directors may waive dues for individual members at their discretion.

#### **IV. Membership Meetings**

- A. Regular meetings of the membership will be held once a month except in July and December.
- B. The March membership meeting is designated as the Annual Meeting for the election of officers.
- C. Special meetings of the members may be called by the President, the Board of Directors or on request of five or more members.

#### **V. Fiscal Year**

The fiscal year begins January 1 and ends December 31.

#### **VI. Board of Directors**

A. The Board of Directors will have no more than nine\*\* members including the five elected officers—president, first vice-president, second vice-president, treasurer and secretary. The officers may elect by majority vote as many as four additional directors from among the affiliate members to serve concurrent terms.

\*\* The number of directors is flexible depending on state law. The BOD can be comprised of between three and fifteen members

#### **VII. Terms of Office**

- A. The officers' regular term of office is two years, continuing until the election of their successors.
- B. The immediate past president serves as an ex-officio member of the Board of Directors.
- C. The Board of Directors may replace any director or officer who has failed to attend three consecutive board meetings. After giving reasonable notice to the director or officer involved, board may declare the office vacant.
- D. The board will elect replacements to fill vacant elective positions except for the office of president.

\*\* Consider limiting officers and members to two consecutive terms

\*\* Consider requiring officers and members to take a year off from holding office after serving two consecutive terms. (Of course, these former board members can head committees and task forces during their year off from the board.)

\*\* Stagger terms of service so that one half or one third of the board members are elected every one or two years for terms of two to three years. The initial board members may be placed in three classes A, B & C for staggering purposes.

#### **VIII. Duties of Officers**

A. The president presides at all meetings of the members and of the Board of Directors. The president appoints chairpersons for all committees except the Nominating Committee, with the

approval of the Board, and supervises their work. The President acts as the affiliate's executive officer and, in general, performs the duties usually associated with the office of president.

B. The first vice president succeeds the president in case of a vacancy in that office and performs the duties of the president in his absence or due to disability. The first vice president undertakes other responsibilities assigned by the president.

C. The second vice president succeeds the first vice president in case of a vacancy in that office and performs the duties of the first vice president in his absence or due to disability. The second vice president undertakes other responsibilities assigned by the president.

D. The secretary handles correspondence for the affiliate and records minutes of all meetings of the membership and the Executive Board.

E. The treasurer receives and disburses all the affiliate's funds and maintains a complete and accurate account of all funds received and disbursed. The treasurer provides members an annual financial report listing all receipts and disbursements by budget category after the close of the fiscal year.

### **IX. Authorization to Spend Affiliate Funds**

A. The treasurer is authorized to pay as much as \$50 in a given month for any valid office expenses for supplies, printing or postage. All other disbursements of funds must be approved in advance by either the Board of Directors or the membership.

B. The Board of Directors, by approval of at least three of its members, may authorize expenditures of as much as \$200 in one month for any expenses deemed appropriate to the mission of the affiliate. The board will use discretion in authorizing expenditures and will seek membership approval when possible.

C. Expenditures not approved by the Board of Directors or in excess of \$200 must be approved by a majority vote of members in good standing at a regular membership meeting.

### **X. Elections**

A. Officers are nominated by a three-member Nominating Committee appointed by the president and including at least one member who is a past president of the affiliate.

B. After securing the consent of the nominees to serve if elected, the Nominating Committee prepares a slate of candidates for election as officers.

C. Officer nominations are permitted from the floor provided the candidate is a member in good standing and has agreed to serve if elected.

### **XI. Standing Committees**

A. The Executive Board creates suitable standing committees as needed.

B. The Board of Directors may create special committees as needed.

### **XII. NAMI Name and Logo**

A. 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.

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

### **XIII. Non-Discrimination**

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.

### **XIV. Parliamentary Authority**

A current edition of *Robert's Rules of Order* shall govern the conduct of business in all cases in which they are applicable and not in conflict with the bylaws.

### **XV. Executive Director**

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.

### **XVI. Amendments**

Any proposed amendment to the affiliate bylaws is to be presented in writing to the entire general membership at least three weeks before the meeting at which it is to be voted on. Ratification of the amendment requires a favorable vote by at least two-thirds of the members in good standing present at the meeting.

\*\* Consider a dispute resolution clause that resembles that of your state bylaws.