



NAMI Southwest Washington (dba NAMI SW WA) Bylaws

Article 1. Mission Statement

Section 1.01. NAMI SW WA is dedicated to helping all people affected by mental illness through education, support and advocacy.

Article 2. Name

Section 2.01. NAMI SW WA acknowledges that NAMI controls the use of the name, acronym and logo of NAMI and that use shall be in accordance with NAMI policy and that upon termination of affiliation with NAMI, the uses of these names, acronyms and logo by NAMI SW WA shall cease. Within 30 days of termination, NAMI SW WA will change its name to reflect that it is no longer connected to NAMI.

Section 2.02. Members accept the mission of NAMI and NAMI SW WA.

Article 3. Membership

Section 3.01 Membership is comprised of people impacted by mental illness, allied professionals, and others who share an interest in issues related to mental illness and/or brain disorders.

Section 3.02 Membership is accomplished by completing and submitting a membership application to NAMI SW WA, or to NAMI or NAMI Washington (dba NAMI WA), but designating NAMI SW WA as one's membership affiliate because of zip code and payment of annual dues. A person who completes this process and maintains his/her annual dues on a current basis, is considered to be a member-in-good-standing.

Section 3.03 Members-in-good-standing are eligible to hold office and vote. Voting may be accomplished by submitting an approved ballot to NAMI SW WA before the counting of ballots at the Annual Meeting. Votes may be cast in-person, by mail, or by proxy on all motions considered at this meeting.

Section 3.04 Control of NAMI SW WA rests with the Board of Directors elected by members in good standing at the annual membership meeting (Annual Meeting). Any action of the Board of Directors is subject to review and approval by a majority of the membership present at a meeting of the membership called for that purpose. Any member may request that any action or motion be tabled or rescinded by a majority of the membership at a regular meeting or a special meeting called for the that purpose.

Section 3.05 The organization shall be independent of other agencies and advocacy groups not affiliated with NAMI; thus, NAMI SW WA shall not be governed by or share bylaws, articles of incorporation, or boards of directors with such other groups.

Article 4. Dues

Section 4.01 NAMI SW WA offers membership:

(a) Standard Membership for mental health care consumers, or individuals (family or friends of people with mental illness and/or other brain disorders), members of the community with an interest in mental health issues, and mental health care providers. These dues are \$40.00 per year for an individual membership or \$60.00 for a household membership. All dues paid to NAMI SW WA are shared with NAMI and NAMI WA. Individual memberships are split \$10 to National, \$12.50 to NAMI

WA and \$17.50 to NAMI SW WA. Household memberships are split \$20 to National, \$15 to NAMI WA, and \$25 to NAMI SW WA.

(b) Open Door Membership is a low-income rate for individuals (family, friends or people with mental illness and/or other brain disorders), members of the community with an interest in mental health issues, or a family unit with self-declared limited incomes. These dues are \$5.00 per year. These dues are split with \$1 to National, \$1.50 to NAMI WA, and \$2.50 to NAMI SW WA.

Section 4.02 Joining NAMI SW WA automatically enrolls the member in NAMI SW WA, NAMI WA and NAMI. NAMI WA's membership is made up of affiliates throughout Washington State. The NAMI SW WA newsletter is provided to all members, either by direct mail or e-mail. All NAMI members are eligible to vote at the annual meeting of the affiliate.

Section 4.03 Donating money to NAMI, at any level, does not result in membership.

Article 5. Setting Dues Amounts

Section 5.01 Annual dues are set by NAMI and shall be due and payable on an annual basis with each membership beginning on the day dues are received by NAMI SW WA and ending one year later on that date. NAMI SW WA will honor the policy(s) on membership and on dues as adopted by NAMI and NAMI WA, including the Open-Door Policy that ensures that people with low incomes can participate as members of NAMI.

Article 6. Fiscal Year

Section 6.01 The fiscal year begins January 1 and ends December 31.

Section 6.02 The Executive Director, along with the Board Treasurer, will submit a draft Budget to the BOD at the November Board meeting prior to the new fiscal year.

(a) The Budget is to be approved by the BOD at the December meeting before the beginning of the new fiscal year and the Annual Meeting.

Article 7. Meetings of the Membership

Section 7.01 The meeting of the membership is designated as the Annual Meeting for the election of officers and board members and for approval, by the membership, of the proposed budget.

Section 7.02 Support and education classes and groups shall be set annually by the Program Committee comprised of staff and volunteers from both offices and will be approved by the Staff Executive Committee and the BOD Executive Committee, taking into account the needs of the membership and contract requirements. The Executive Director may revise the annual schedule of support and education classes and groups based on actual participation levels at the meetings and requests received from the membership.

Section 7.03 Special meetings of the members may be called by the President, the Board of Directors or on request of five or more members presented to the BOD at a regular board meeting.

Article 8. Board of Directors (BOD)

Section 8.01 The affairs and property of NAMI SW WA shall be managed by a Board of Directors of not fewer than seven Directors, provided that the number shall not be an even number.

(a) Members of the Board of Directors will maintain a firm understanding of the mission statement, goals, and history of NAMI on all three levels: NAMI, NAMI WA, and NAMI SW WA.

(b) Communication with NAMI WA is the responsibility of the Executive Director or, in the absence of the Executive Director, the Board President.

(c) Directors, who are not officers, are expected to participate as Chairpersons or active members of at least one committee during each year they serve on the Board of Directors.

(d) The Board of Directors will meet at least monthly.

Section 8.02 The minimum number of Officers of the Board shall be: President, Vice President, Treasurer, and Secretary.

Section 8.03 Board members may nominate and approve additional board members throughout the year. These members will be presented to the membership at the following Annual Meeting where members may elect, by majority vote of the membership at the Annual Meeting, additional directors as needed.

Sections 8.04 Terms are set so that approximately one-third expire each year.

Section 8.05 A majority of the Board of Directors shall constitute a quorum at any meeting of the BOD, and a majority of those present shall have power to act in any manner except as specifically provided to the contrary elsewhere in these Bylaws.

Section 8.06 The BOD meetings are open. However, visitors may not participate in Board matters. Visitors will be asked to leave should the board go into Executive Session where discussion of confidential information is to be held.

Section 8.07 An employee of NAMI SW WA may not serve on the Board of Directors

Article 9. Terms of Office for Directors of the Board

Section 9.01 The Directors' regular term of office is three years. Any Director may serve up to two consecutive terms. At the completion of these terms, a Director must have a break of at least one year before accepting a nomination to return to the Board.

(a) In the event a successor cannot be found upon the resignation of a Director, the Board of Directors may fill the vacant position by appointment until the next Annual Meeting where a general election will be held.

(b) Mid-term appointments of a new Director will be allowed if the candidate is approved by a unanimous vote of the current BOD. Appointments will only be for a term from the date of appointment until the next Annual Meeting where the appointee will be voted on by the general membership. This Director's official term will begin the year s/he was approved by the membership.

(c) Under special circumstances such as major transitions for NAMI SW WA, Board officers and/or members may be asked to serve an additional term. These position extensions must be approved by a majority vote of the Board and approved by a majority vote of the membership at the Annual Meeting. An example of a major transition is the integration of healthcare for SW WA during which funding sources changed.

Section 9.02 The immediate Past-president serves as non-voting member of the Board of Directors for one year following the end of his/her term of office.

Section 9.03 Removal of Directors

(a) Unexcused absences from three consecutive Board Meetings, or three assigned committee meetings, or three volunteer activity commitments shall constitute cause for the Board to consider removal of that individual.

(b) Directors or Officers may request a reasonable leave of absence for personal reasons such as personal illness, pressing family needs, and/or business necessity. Such leave of absence requests must be in writing (letter, fax, e-mail) and must be approved by a majority of the Board of Directors. Once approved by the Board of Directors, the above attendance requirement is waived for the period of the approved leave of absence.

- (c) When the Board of Directors determines a Director or Officer should be removed, that individual shall be provided with written notice from the BOD President of the intention to remove and the cause for removal. The Director or Officer shall have the opportunity to respond and object to such removal before the full Board within ten days of receipt of notice.
- (d) Removal of a member of the Board of Directors will be done in executive session (a closed board meeting/session).
- (e) An individual may be removed for cause by a 2/3 vote of the BOD present at the meeting where the removal is voted upon.

Section 9.04 Officer Term Limits: No one shall be eligible to stand for election to a Board officer position that they have held for two consecutive full terms until at least one year shall have elapsed since their last term ended.

- (a) Under special circumstances such as major transitions, Board officers and/or members may be asked to serve an additional year. These position extensions must be approved by a majority vote of the Board and approved by a majority vote of the membership at the Annual Meeting.

Article 10. Duties of Officers

Section 10.01 The President presides at all business meetings of the membership and of the Board of Directors.

- (a) The President recommends appointments for chairs for all committees, except the Nominating Committee. All Committee Chairs shall be approved by a majority vote of the Board of Directors.
- (b) In the absence of the Executive Director, the President acts as NAMI SW WA's executive officer and spokesperson and, in addition, continues to perform the duties usually associated with the office of President.
- (c) The President is responsible for developing the agenda for Board of Director meetings in collaboration with the Executive Director.

Section 10.02 The Vice-president performs the duties of the President when the President is absent or is unable to perform the duties due to disability.

- (a) The Vice-president serves as Chair of the nominating committee.
- (b) The Vice-president undertakes other responsibilities assigned by the Board of Directors.

Section 10.03 The Treasurer provides oversight for the management of funds, stewardship of assets, the maintenance of complete and accurate books and records, preparation of financial statements in accordance with accounting principles generally accepted in the United States and timely regulatory and contractual compliance.

- (a) The Treasurer ensures that the members are provided with monthly financial reports including a balance sheet, profit and loss statements, and statement of operations prepared in accordance with accounting principles generally accepted in the United States.
- (b) Financial books and records of NAMI SW WA shall be made available for inspection to any director or member upon reasonable notice. The books and records may not be removed from the NAMI SW WA office, and a reasonable charge will be made for copies of records requested by the inspecting party.
- (c) The Treasurer maintains fiscal records.

Section 10.04 The Secretary takes and maintains minutes of Board meetings, Executive meetings, and the Annual Meeting and other appropriate duties related to these tasks for NAMI SW WA.

- (a) The Secretary shall make the meeting minutes available at least 10 days prior to the next Board of Directors meeting.
- (b) The minutes and all handouts for each Board meeting during any fiscal year are to be kept in the cloud-based electronic files of NAMI SW WA and the file for each year is to be labeled NAMI SW WA Minutes Fiscal Year 20__.

Article 11. Authorization to Spend NAMI SW WA Funds

Section 11.01 The Executive Director in conjunction with the Board Treasurer/bookkeeper is authorized to make payments and reimbursements for BOD approved budgeted expenses. Reimbursements must be supported by an appropriate invoice or receipt.

Section 11.02 The Board of Directors, by approval of at least three of its directors or officers, may authorize expenditures of as much as \$10,000 in one month for any unbudgeted expenses deemed appropriate to the mission of NAMI SW WA. Board members will use discretion in authorizing expenditures.

(a) When the Executive Director, a Director, or an Officer of the Board requests an unbudgeted expenditure, agreement by three directors or officers other than the requesting member are required to approve it.

Section 11.03 Any unbudgeted expenditure in excess of \$10,000 will require a majority vote of the entire Board of Directors present at the Board of Directors meeting where the item is on the agenda for approval.

Article 12. Authorization to Approve Contracts

Section 12.01 All contracts must be reviewed and approved by the Executive Committee of the Board of Directors before the contract is executed. Once approved by a majority of the Board of Directors present at the meeting where the contract approval is on the agenda for action, the President or Executive Director or other Officer designated by the Board of Directors, is authorized to sign the contract.

Section 12.02 The Board of Directors, except as otherwise provided in these Bylaws, may, by resolution, authorize the Executive Director or any Director or Officer of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Member, Director, Officer nor the Executive Director shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Article 13. Elections

Section 13.01 A three-member Nominating Committee appointed by the President, nominates officers and directors.

(a) The Nominating Committee shall include at least one member who is a Past-president of NAMISW WA.

(b) If a Past-president is not available to serve as a member of the Nominating Committee, one member of the committee should have several years of history with and experience as a member in good standing with NAMI SW WA.

Section 13.02 After securing the consent of the nominees to serve if elected, the Nominating Committee prepares a slate of candidates for election as officers and directors. This slate of nominees shall be presented to the membership, in print through the NAMI SW WA newsletter, at least three weeks prior to the election.

Section 13.03 Officer and Director nominations are permitted from the floor provided the candidate is a member in good standing and has agreed to serve if elected.

Section 13.04 Voters must be current members of NAMI SW WA in good standing. They may, in person or by proxy, cast ballots for Board Members and Officers of the Board. A majority of those who cast ballots will be considered a quorum

Article 14. Standing Committees

Section 14.01 The Board of Directors creates suitable standing committees as needed.

Standing Committees may include:

- (a) Nominating committee
- (b) Finance committee – chaired by the Board Treasurer and under the Board President and at least one other member with financial experience
- (c) Development committee
- (d) Education committee
- (e) Governance committee

Section 14.02 The Board of Directors may create other special committees as needed.

Article 15. Parliamentary Authority

Section 15.01 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 these Bylaws.

Article 16. Indemnification

Section 16.01 No Director or Officer of this corporation will be liable to NAMI SW WA or its members for monetary damages for an act of omission in a Director's capacity as a Director or Officer, except to the extent otherwise provided by a statute of the State of Washington, or in the cases of gross negligence or intentional wrongdoing.

Section 16.02 NAMI SW WA will indemnify persons for whom indemnification is permitted by the State of Washington and will purchase such indemnification insurance, as the BOD will determine.

Article 17. Non-Discrimination

Section 17.01 NAMI SW WA shall not discriminate against any person or group of persons on the basis of race, ethnicity, culture, language, national origin, age, disability, gender, sexual orientation, gender expression, education, religion, faith, socio-economic status or lived experience.

Article 18. Dissolution

Section 18.01 Upon dissolution of this organization, after paying debts and obligations of the organization, remaining assets shall be distributed to a non-profit fund, foundation, or corporation which has established its tax-exempt status under Section 501(c)3 of the Internal Revenue Code, with the approval of the BOD.

Article 19. Amendments or Revisions of the Bylaws

Section 19.01 Any proposed amendment to the NAMI SW WA Bylaws may be requested by any voting member or any Board of Director and is to be approved by a majority of the Board of Directors prior to the presentation of request to the membership.

Section 19.02 The proposed amendment or revision approved by the Board of Directors 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.

Section 19.03 Ratification of amendments or revisions to the Bylaws requires a favorable vote by at least two-thirds of the Board of Directors.

These Bylaws have been adopted as revised by the NAMI SW WA Board of Directors on this 3rd day of June 2020.