

# BYLAWS OF NAMI NORTH CAROLINA, INC.

Revised by membership vote October 11, 2019

## ARTICLE I

### Mission

The mission of NAMI North Carolina is to provide support, education, advocacy, and public awareness so that all affected by mental illness can build better lives.

## ARTICLE II

### Membership

#### Section 1. Member Definition – a Member is:

- (a) a person with a mental illness, or
- (b) a relative of a person with a mental illness, or
- (c) a friend of a person with a mental illness, which may include supporters and professionals.

**Section 2. Voting Members.** A voting member may be one individual or a family of individuals living in one household that is counted as one for purposes of paying dues and voting. A Member accepts the mission and shall have paid their annual dues. NAMI North Carolina will ensure that individuals joining are members at all three levels including affiliate, state, and national.

**Section 3. Local Affiliates ("Affiliates").** An Affiliate shall be a group of five or more people that has been granted status as an Affiliate of NAMI by the NAMI Board of Directors.

All applications from North Carolina for Affiliate membership in NAMI shall be endorsed by NAMI North Carolina. Failure or refusal of NAMI North Carolina to endorse favorably a membership application of a proposed Affiliate within 60 days of the date of NAMI North Carolina's receipt of a copy of the application from NAMI may, at the election of the Applicant, be deemed to be a dispute resolved through the provisions of Article XII, below.

## ARTICLE III

### Finance

**Section 1. Dues.** Members shall pay dues annually as determined by NAMI. NAMI North Carolina's share of the dues shall be shared evenly with the Member's affiliate.

**Section 2. Fiscal Year.** The fiscal year shall begin July 1 and end June 30.

## ARTICLE IV

### Meetings

**Section 1. Annual Meetings.** There shall be an annual meeting of the members of NAMI North Carolina.

**Section 2. Special Meetings.** Special meetings of the members may be called by the president in concurrence with the majority of the Board of Directors or by a majority of the Board of Directors. Special meetings may also be called by petition of one-eighth of the general membership.

## ARTICLE V

### Board of Directors

**Section 1. The Board of Directors** shall be composed of 18 regular directors elected by the membership as well as the President of the Peer Leadership Council (or that person's designee) and the President of the Council of Affiliate Presidents (or that person's designee). At least 75% of the elected Board members shall be I/FMs (relatives of mentally ill persons or persons who themselves have experienced a mental illness). Board members must be members of NAMI North Carolina. The Board of Directors shall establish the policies of the corporation and shall have the power of the corporation between meetings of the corporation's membership unless otherwise specified in the Articles of Incorporation or these bylaws.

**Section 2. Term of Service.** The term of service for an elected Director is three years. No elected Director shall serve more than two consecutive terms. In the case of a vacancy of one or more members of the Board of Directors, the president shall appoint the person or persons, with the consent of the Board of Directors, who shall serve until the next annual meeting.

## ARTICLE VI

### Directors' Meetings

**Section 1. Annual Election of Officers and Executive Committee.** At least 60 days prior to each annual meeting, the Board of Directors shall appoint a Nominating Committee of three directors who shall present a slate of candidates who have agreed to serve as officers of the corporation. The Nominating Committee shall present their nominations for officers to the Board members at least 30 days before the annual meeting. At the close of each annual meeting the Board of Directors shall meet and organize by electing the officers from among the directors. Elected officers who hold an employment position in management in the field of Behavioral Health or other potentially conflicting position may not be elected as President or President Elect, even if that person is a family member or an individual with lived experience with mental illness. The elected officers and members of the Executive Committee of the corporation shall hold office until the next annual meeting or until their successors shall have been elected.

There shall be an annual meeting of the members of NAMI North Carolina which shall be held in conjunction with the NAMI North Carolina annual conference each year, unless otherwise directed by the Board of Directors, on such date and at such place as the Board of Directors shall designate. At the annual meeting, vacancies on the Board will be filled in accordance with the procedures set forth in-the-bylaws.

Each voting member shall receive, by mail or email, a ballot for electing Board members and for all proposed revisions of amendments to the Bylaws not less than 30 days prior to the next annual meeting. Ballots electronic or paper must be returned to the state office by the time of the conference.

**Section 2. Regular Meetings.** In addition to the annual meeting, the Board of Directors shall hold three or more regular meetings annually, the times and places to be designated by the President.

**Section 3. Special Meetings.** Special meetings of the Board of Directors may be called by the President or any five members of the Board of Directors with at least 14 days' notice served to each member. 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, telephone, or email, to each member or director of record at such address as appears on the books of the corporation not less than 14 days before the date of the meeting in the case of meetings of members or Board of Directors. Notice given by mailing or email 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 4. Quorum.** A majority of the Board of Directors shall constitute a quorum at the annual meeting and at any interim meeting; and a majority of those present in either case shall have power to act in all matters, except as specifically provided to the contrary elsewhere in these bylaws and provided, however, that no real estate of the corporation shall be sold, leased, mortgaged, or otherwise disposed of, except by resolution approved by not less than a majority of the Board of Directors.

**Section 5. Attendance.** Any board member who has missed three Board meetings within a one-year period without valid reason (as determined by the Board of Directors) and prior notification may have his position on the Board terminated by a two-thirds vote of the Board of Directors present.

## ARTICLE VII

### Committees

The Board of Directors, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present, may designate certain directors to constitute an Executive Committee and other committees, each of which, to the extent authorized by law and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed by law.

## ARTICLE VIII

### Officers and Duties

**Section 1. Officers.** The officers shall be members of the Board of Directors and shall be: President, Vice President, Treasurer, and Secretary.

**Section 2. President.** The President shall preside at all meetings of the corporation, the Board of Directors, and the Executive Committee. The President shall have general supervision of the affairs of the corporation under the direction of the Board of Directors and the Executive Committee. The President shall exercise such authority and perform such duties as the Board of Directors may from time to time assign. The President may not be a person who holds an employment position in management in the field of Behavioral Health or other potentially conflictual relationship with NAMI, even if that person is a family member or an individual with lived experience with mental illness.

**Section 3. Vice President.** In the event of the death, absence, incapacity, inability, or refusal to act of the President, the Vice President shall possess all the powers and perform all the duties of the President, and shall do and perform such other duties and exercise such other authority as may be from time to time imposed upon or assigned to the Vice President by the Board of Directors. The Vice President may not be a person who holds an employment position in management in the field of Behavioral Health or other potentially conflictual relationship with NAMI, even if that person is a family member or an individual with lived experience with mental illness.

**Section 4. Secretary.** The Secretary shall attend all meetings of the Board of Directors and shall record

all votes taken and assume responsibility for the taking of minutes of all proceedings. The Secretary shall see that notice of meetings is given and shall perform such other duties as are incident to the office of Secretary and as may be assigned to the Secretary by the Board of Directors or the President. The Secretary shall see that all written decisions and directives of the directors are retained.

**Section 5. Treasurer.** The Treasurer shall have supervisory responsibility of all monies, securities, and other valuable properties of the corporation.

**Section 6. Fidelity Bonds.** The Treasurer and another person authorized to deposit and withdraw funds shall at the discretion of the Board of Directors be bonded for the faithful performance of the Treasurer's duties in such amounts, and by such surety, as the Board of Directors may require.

**Section 7. Budget.** The Budget, Finance & Personnel Committee and the Executive Director shall prepare an annual budget for the coming fiscal year and a financial report of the past fiscal year. The proposed budget will be submitted to the Board of Directors for approval at the last Board meeting prior to the beginning of the new fiscal year. This is usually the annual Board retreat. The approved budget will be made available to affiliates.

## ARTICLE IX

### Auxiliary Councils

**Section 1. NAMI North Carolina Peer Leadership Council.** There shall be a Council of persons living with mental illness (Peers). Each affiliate shall appoint one Peer and one Peer alternate to the Peer Leadership Council. The Peer Leadership Council shall be self-governing and shall serve in an advocacy capacity for Peers to the Board of Directors. All Peer Leadership Council members shall be members in good standing of their local affiliate.

**Section 2. NAMI North Carolina Council of Affiliate Presidents.** There shall be a Council of Affiliate Presidents. Each Affiliate President shall be a member of the Council. The Council shall be self-governing and shall serve in an advocacy capacity for the Affiliates to the Board of Directors. All Affiliate Presidents Council members must be in good standing with their local affiliate.

## ARTICLE X

### Revision or Amendment of Bylaws

**Section 1. Revision or Amendment.** Revisions or amendments may be proposed by any member or any director. Any such proposed revisions or amendments shall be submitted in writing to the bylaws committee not less than 90 days prior to the date of the next annual meeting. Each member shall receive in writing all such proposed revisions or amendments to the bylaws not less than 30 days prior to the next annual meeting of the members. Such proposed revisions or amendments shall be presented to the membership at such next annual meeting if first approved by the Board of Directors. Amendments may also be approved as provided for in the North Carolina Nonprofit Corporation Act. A two-thirds majority of all members voting shall be required to revise or amend the bylaws.

**Section 2. Interpretation of the Bylaws.** When a question arises regarding the wording of the bylaws, the Bylaws Committee shall be vested with the authority to interpret the meaning of the bylaws. Interpretations of the bylaws committee shall be reported at the next regular board meeting and will take effect upon approval by a two-thirds vote of the board members present. Interpretations shall be submitted in writing and, upon approval, shall be incorporated into the bylaws in an appropriate fashion, i.e., as an appendix to or gloss of the relevant section.

## **ARTICLE XI**

### **North Carolina Nonprofit Corporation Act**

Wherever not otherwise provided in the bylaws, the internal affairs of the corporation shall be governed by the procedures established in the North Carolina Nonprofit Corporation Act.

## **ARTICLE XII**

### **Dispute Resolution**

The Board of Directors shall be vested with authority to mediate disputes among and between Affiliates and/or proposed Affiliates, and between NAMI North Carolina and Affiliates/proposed Affiliates. In the event a resolution cannot be reached within 90 days, the dispute shall be referred by NAMI North Carolina to the NAMI national board for final and binding resolution.

## **ARTICLE XIII**

### **Use of NAMI Name and Logo**

The official name of this organization is NAMI North Carolina. We acknowledge that NAMI controls the use of the name and logo of NAMI and that NAMI North Carolina's use shall be in accordance with NAMI policy and that upon termination of affiliation with or charter by NAMI, the use of this name and logo by said organization shall cease.

## **ARTICLE XIV**

### **Nondiscrimination**

NAMI North Carolina and its member Affiliates shall not discriminate against any person or group of persons on the basis of race, ethnicity, disability, creed, gender, religion, age, or sexual orientation in the requirements for membership, its policies, or actions.

## **ARTICLE XV**

### **Independence**

NAMI North Carolina is 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.

## **ARTICLE XVI**

### **Indemnification of Directors, Officers, and Others**

To the maximum extent permitted by North Carolina law in effect from time to time, the Corporation shall indemnify and, without requiring a preliminary determination of the ultimate entitlement to indemnification, shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to any individual who is a present or former director or officer of the Corporation and who is made a party to the proceeding by reason of his or her service in that capacity. The Corporation may, with the approval of the Board of Directors, provide such indemnification and advance for expenses to a person who served a predecessor of the Corporation in any of the capacities described above and to any employee or agent of the Corporation or a predecessor of the Corporation.

Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Bylaws or Articles of Incorporation of the Corporation inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding paragraph with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.