

NAMI WAKE COUNTY BYLAWS

May 2007

1. MISSION

The mission of NAMI Wake County is to provide support, education and advocacy for persons with mental illness and their families and friends.

2. MEMBERSHIP

2.1. A member of NAMI Wake County may be:

- 2.1.1. A person with a mental illness
- 2.1.2. A relative of a person with a mental illness
- 2.1.3. A friend of a person with mental illness
- 2.1.4. Others with a professional interest in our mission.

2.2. A member of NAMI Wake County may be one individual or a family of individuals living in one household that is counted as one for the purposes of paying dues and voting.

2.3. Members agree to the mission of NAMI Wake County.

3. DUES

3.1. Members shall pay annual dues as established by the Board of Directors. NAMI Wake County will then pay the member's annual dues to NAMI (national) and to NAMI North Carolina.

3.2. Members may become members through an "Open Door" policy that allows for a reduced dues payment. "Open Door" Members are defined by income or economic necessity, etc., at the discretion of the Board. "Open Door" Members shall have all the rights and privileges of members who pay full dues.

3.3. Dues are payable on October 1 for the remainder of the current year and all of the following year. Dues become delinquent after December 31. Rights to vote, to serve on the Board, and to hold office are suspended until such delinquent dues are paid.

4. MEMBERSHIP MEETINGS and VOTING

4.1. The annual membership meeting shall be held in November. The business of the annual membership meeting shall be: the election of the Board of Directors, approval of goals and objectives for the upcoming year, and approval of the annual operating budget.

4.2. Membership meetings in addition to the annual meeting may be called by the President, the Board of Directors or upon request by five (5) or more members. In the event such

a membership meeting is called, members shall be provided 3 weeks advance notice of the meeting in the Iris newsletter or by special mailing. This notice will include a statement of the purpose of the meeting as well as time and place.

- 4.3. The quorum at a membership meeting shall be three Board members (including one officer) plus 10 members who are not on the Board of Directors.
- 4.4. Each member shall be eligible to vote. Voting may be either in person, or by written and signed proxy delivered to any meeting at which there will be a vote, including the annual meeting. A proxy may give power to vote as the proxy-holder chooses or to vote only as specifically stated in the proxy.

5. NOMINATIONS FOR BOARD

- 5.1. The Board Governance and Development Committee (GDC) [see Section 12 below] shall seek current members as candidates for election to the Board and for service as officers and shall secure the consent of these candidates to serve if elected. Each nominee will submit a statement of interest to the GDC by the end of August.
- 5.2. Also, any member who wishes to serve on the Board as an officer or at large director may become a nominee by submitting his/her name to the GDC by the end of August. The nominee must identify the position in which he/she desires to serve and must include a statement of interest.
- 5.3. All nominees will be listed in the October Iris newsletter with their statements of interest.

6. BOARD OF DIRECTORS

- 6.1. The Board of Directors (Board) shall consist of a maximum of 19 members.
- 6.2. In alternate years, the following will be elected for two year terms:
 - in one year, the President, President-Elect, Financial Secretary, and one at-large director;
 - in the next year, the Vice-President, Treasurer, Recording Secretary, and one at-large director.
- 6.3. The immediate Past-President shall be a voting member of the Board. If the President is re-elected for a subsequent term, the immediate Past-President shall continue in that role.
- 6.4. The Board may, by majority vote, appoint from the membership up to ten additional directors for one-year terms.
- 6.5. A quorum of the Board shall be a majority of its members, including at least two officers.

7. BOARD OFFICERS

The officers shall be President, President-Elect, Vice-President, Treasurer, Financial Secretary, and Recording Secretary.

8. TERMS OF DIRECTORS

8.1. Terms for Directors and Officers begin on January 1 and continue until the end of their term or the election of their successor, whichever is later.

8.2. Officers may serve no more than three consecutive terms in the same office. Officers may serve in a different office with the same limitation on the number of terms in the same office. After a two-year break, a person may serve another term in an office previously held.

9. ABSENCES and VACANCIES

9.1. The Board of Directors shall replace any director or officer who has three unexcused absences from Board meetings in any calendar year. The Executive Committee [see Section 12 below] shall have the authority to determine whether any absence is excused or unexcused.

9.2. All vacancies on the Board or among officers, except that of President, shall be filled for the unexpired term by persons elected by the Board. In the event of a vacancy in the office of President, the President-Elect shall fill the unexpired term of the President.

10. DUTIES OF OFFICERS

10.1. The President shall preside at all meetings of the organization and of the Board of Directors. The President shall supervise directly or indirectly the work of all committees. The President shall act as the executive officer of the organization and, in general, perform the duties usually associated with the office of president. The President shall present the goals and objectives for the coming year to the membership for a vote at the annual meeting. The President shall be the custodian of all records of the organization, except the financial records for the current fiscal year.

10.2. The President-Elect shall succeed to the Presidency when the current President leaves office. The President-Elect shall perform the duties of the President in his/her absence or disability. The President Elect shall undertake such other responsibilities as the President shall assign.

10.3. The Vice President shall undertake such responsibilities as the President shall assign and perform the duties of the President when both the President and President-Elect are absent.

- 10.4. The Recording Secretary shall maintain a record of the proceedings of all meetings of the membership and the Board of Directors, including a record of attendance of each Board member at such meetings.
- 10.5. The Financial Secretary shall receive all revenues of the organization and shall have the responsibility to maintain a complete and accurate account of all funds received. The Financial Secretary shall maintain the mailing list including changes of address, E-mail address, or phone number, and shall maintain records of membership and donations. The Financial Secretary will promptly deliver all funds received to the Treasurer for deposit. The Financial Secretary may be bonded at the discretion of the Board.
- 10.6. The Treasurer shall promptly deposit all funds received from the Financial Secretary and shall disburse funds of the organization as authorized by Section 14 of these Bylaws. The Treasurer shall arrange for the maintenance of a reserve account and shall move funds between the operating and reserve accounts as required, and shall maintain records of activity in both accounts. The Treasurer shall prepare an annual budget which, upon approval by the Board, shall be presented by the Treasurer to the full membership for a vote at the annual meeting. The Treasurer shall prepare and present to the Board interim reports of actual receipts and expenditures as requested by the Board but no less than quarterly. The Treasurer shall prepare and present an annual report to the membership in the Iris newsletter as soon as possible after the close of the fiscal year; this report will itemize receipts and disbursements by budget category. The Treasurer is responsible for seeing that any reports required by federal or state authorities relative to NAMI Wake County's financial transactions are filed in a timely manner. Financial records shall be transferred to the President after the end of each fiscal year. The Treasurer may be bonded at the discretion of the Board of Directors.

11. BOARD OF DIRECTORS – MEETINGS

The Board of Directors shall meet at least quarterly at times and places determined by the Executive Committee. The Executive Committee shall announce the time and place of all regular Board meetings in the Iris newsletter no later than the month preceding the meeting. Notices of Board meetings may also be placed on the NAMI Wake County web-site and/or E-mailed to the membership.

12. COMMITTEES

- 12.1. There will be an Executive Committee which shall be composed of the Board officers along with the immediate Past-President. The Executive Committee may act on behalf of the Board between Board meetings; all such actions shall be reviewed and approved by the Board at the next Board meeting.
- 12.2. The Board of Directors shall create a Board Governance and Development Committee (GDC). The function of the GDC shall be to seek and recruit nominees for the Board, to insure their orientation, and to implement a program of continuing education for the Board so that it may be as effective as possible. The GDC shall present nominees at the membership meeting and preside over any discussion of the nominees at that meeting.
- 12.3. The Board of Directors or the President may create special or *ad hoc* committees as the need arises. The President shall make all appointments to such committees with Board approval. Each committee shall be led by a NAMI Wake County member. Members of special or *ad hoc* committees may include NAMI Wake County members and/or non-members.

13. FISCAL YEAR

The fiscal year shall be the calendar year, beginning January 1 and ending December 31.

14. AUTHORIZATION TO SPEND FUNDS

- 14.1. The Treasurer is authorized to pay any valid expenses approved in the annual Budget.
- 14.2. The Board of Directors may amend the budget.

15. 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.

16. AMENDMENTS

Any proposed amendment to these Bylaws shall be presented in writing to the membership at least three weeks prior to the membership meeting (see Section 4) at which it is to be voted upon. Proposed amendments may be debated and amended at such a meeting. A 2/3 vote of members present shall be required for ratification.