

The National Alliance on Mental Illness of Massachusetts, Inc.

BYLAWS

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PREAMBLE

The NAME of this organization shall be the National Alliance on Mental Illness of Massachusetts, Inc. d/b/a NAMI Massachusetts.

The MISSION of NAMI Massachusetts is to improve the quality of life both for people with mental illness and their families.

The VISION is to extend the education, support and advocacy programs of NAMI Massachusetts so that the organization will:

- Reach out to all Massachusetts consumers and their families;
- Improve the public's awareness and understanding of mental illnesses; and
- Advocate at all levels to ensure that all persons affected by mental illnesses receive in a timely fashion the services that they need and deserve.

NAMI Massachusetts will accomplish its mission by:

Coordinating activities of NAMI Massachusetts Affiliates and serving as a unified organization of NAMI Massachusetts;

Serving as a center within the Commonwealth of Massachusetts for the collection and dissemination of relevant information;

Monitoring existing mental health services for adequacy and quality;

Calling for responsibility and accountability from public and private mental health services providers; and improving communication and cooperation between the providers and the families of people with mental illness and individuals with mental illness;

Seeking legislative reforms at the state level that foster recovery, resiliency and support;

Providing public education, increasing public awareness and decreasing stigma about mental illnesses;

Promoting community support programs, including appropriate living arrangements linked with supportive social, rehabilitation, vocational and employment programs;

Promoting research into preventive and alternative modalities of treatment, rehabilitation, and recovery;

Ensuring that mental illness takes its rightful place with other major diseases in enlightened and sympathetic public awareness and as a focus of research;

Improving private and governmental funding for public mental health services and research;

Forming alliances with other local, state and national organizations with common goals and objectives;

Delineating and enforcing rights;

Soliciting and receiving funds in support of NAMI Massachusetts;

Encouraging and aiding in the formation of Affiliates throughout the Commonwealth of Massachusetts; and,

Engaging in any other lawful activities in which a Corporation is allowed under the provisions of Chapter 180 of the General Laws of Massachusetts.

ARTICLE I. ~ MEMBERSHIP

There are two categories of membership: INDIVIDUAL; and, AFFILIATE..

Section 1. - Individual.

- a. Definition. A member is defined as anyone who accepts the mission of and pays dues in accordance with the policies of NAMI and NAMI Massachusetts. Regardless of their point of entry, all NAMI members are considered members of all levels of NAMI: National, State Organizations and Affiliate. Membership may be in the name of an individual or family. Membership in a family name is a single membership for the purpose of voting.
- b. Voting Rights. Each member (1) shall be the voting member of an Affiliate; (2) may nominate an individual for election to the board of directors; (3) may elect members to the Board of Directors; and (4) may adopt and amend the bylaws of NAMI Massachusetts. A member may support and work within several Affiliates but shall be a voting member of only one (1) Affiliate for NAMI and NAMI Massachusetts purposes.

- c. Credentials. An officer of each Affiliate of NAMI Massachusetts shall certify the names of paid members in writing no later than 90 days prior to the annual meeting. All members certified to be in good standing as defined as up to date in their dues are eligible to vote at the annual meeting.

Section 2. - Affiliates

- a. Definition of Affiliate. An Affiliate shall be a group consisting of a minimum of five (5) or more members of NAMI Massachusetts.
- b. Credentials. The Board of Directors of NAMI Massachusetts shall endorse an Affiliate to NAMI in order to have standing. For an Affiliate to be in good standing, dues of the Affiliate shall have been paid to NAMI Massachusetts no later than 90 days prior to the annual meeting.
- c. Voting rights. For the purposes of determining an Affiliate’s right to vote, an Affiliate in good standing shall be defined as one in which the dues of at least five of its members shall have been paid to its Organization and to NAMI during the 12 months preceding the credentialing date. Payment shall have occurred ninety days prior to the annual meeting of NAMI Massachusetts. A list of local voting members constituting the voting membership of the Affiliate shall accompany the dues payment. An officer of each Affiliate organization shall certify the number of paid up members of that Affiliate to the Executive Director of NAMI Massachusetts. Persons whose membership dues in a local Affiliate have been formally waived can qualify in membership counts of local Affiliates for voting purposes. An individual member who is a member of more than one local Affiliate shall be counted as a voting member in only one Affiliate. Each voting Affiliate shall be entitled to cast the number of votes determined by the following table on all matters other than the election of the Board of Directors of NAMI Massachusetts and the revision of these bylaws:

5 - 25	1
26 – 50	2
51 - 100	3
101 - 150	4
151 - 200	5
201 – plus	6

- d. Name. All NAMI Massachusetts Affiliates shall include the word, "NAMI" in their names.

- e. Dissolution of Affiliates. In order for an Affiliate to be dissolved or merged with another Affiliate both NAMI and NAMI Massachusetts must be informed of the intent and rationale. NAMI and NAMI Massachusetts will work with the NAMI Affiliate in question to resolve the situation to the maximum benefit of all parties. If all parties agree that dissolution or merger is the best course of action, a letter from the impacted Affiliate Board President or next officer in line must be submitted to the NAMI Massachusetts President. The letter must document that Affiliate Board of Directors has duly voted and recorded the vote in minutes and that all members of the Affiliate have been informed of the decision in writing. Upon receipt of these documents, the NAMI Massachusetts board will vote formally on the dissolution of the Affiliate and notify the National Office of NAMI. NAMI will take the appropriate steps to remove the Affiliate from the public record.

ARTICLE II. ~ FINANCE

Section 1. - Dues

Affiliates shall pay its member dues in a manner established by the NAMI Board of Directors. Dues shall be submitted to the Treasurer or Executive Director of NAMI Massachusetts.

Section 2. - Fiscal Year

The fiscal year shall begin July 1 and ends June 30.

ARTICLE III. ~ MEETINGS

Section 1. - The Annual Meeting

- a. The annual meeting of the Corporation shall be held each year on a date and at such place and time as the Board of Directors shall designate.
- b. At the annual meeting, the election of directors and any revision of these bylaws shall be determined by a vote of members of NAMI Massachusetts in person or by absentee ballot. Members assembled for the annual meeting of NAMI Massachusetts shall constitute a quorum for the election of directors and/or a vote on a revision of these bylaws. Election of directors requires a majority vote of those present and voting by absentee ballot. Adoption of revisions to the bylaws requires a two-thirds vote of those present and voting by absentee ballot.
- c. At the annual meeting, all other issues shall be voted by the members as specified in ARTICLE I. This may include action on any resolution that

may be put forth. The members may hear a resolution charge brought forth by a member and assented to by a majority of those present with voting authority.

- d. Absentee ballots will be available 30 days prior to the annual meeting and must be received in the NAMI Massachusetts office no later than seven calendar days prior to the meeting.

Section 2. - Special Meetings

Special meetings of the members may be called by a majority of the Board of Directors. Special meetings may also be called by petition of one quarter of the Affiliates. A minimum of twenty one (21) day notice to Affiliates shall be given for the convening of a special meeting

ARTICLE IV. ~ BOARD OF DIRECTORS

Section 1. - Composition

The Board of Directors shall be composed of eighteen (18) members, four (4) of whom shall be officers of the Corporation. In addition, the Board of Directors may appoint up to three (3) retired members of the Board as non-voting directors emeriti for one three-year term. Starting in 1999 and thereafter, six (6) individuals shall be elected to the Board of Directors each year. The Board of Directors shall be NAMI members, at least seventy-five percent of whom are persons with mental illness or parents or other relatives thereof.

Section 2. - Classes of Directors

There are three classes of directors: At Large Directors, Geographic Representative Directors, and Directors Emeriti. There will be at least one director whose residence corresponds with NAMI Massachusetts Affiliates located in western Massachusetts; central Massachusetts; the Northeast; Greater Boston; the Southeast and Metrowest. A map of the Commonwealth will be drawn designating the geographic representation by the Board of Directors. At large directors shall be residents of Massachusetts.

Section 3. - Terms and Vacancies

Directors are elected to three-year terms and may be re-elected twice. In the event that a director has been appointed to fill a vacancy, he/she may be elected to two full terms. In the case of a vacancy of one or more regular members of the Board of Directors, the President shall name the person or persons to fill the vacancy or vacancies for the unexpired term to be approved by majority vote of the Board of Directors. Any name presented by the President shall be accompanied by (1)

certification from an Affiliate that the member is in good standing, and (2) a resume of the person presented.

Section 4. - Good Standing

A board member is considered to be in good standing if he or she:

- Embraces the organization's mission, services, policies and programs.
- Is a current and active member of NAMI.
- Exercises the board's government and fiduciary responsibilities.
- Complies with conflict of interest and confidentiality policies.
- Participates in a standing board committee or ad hoc committee at the request of the board president.
- Serves as an ambassador for NAMI.
- Attends NAMI functions such as WALK and statewide convention.
- Contributes or participates in fundraising activities.
- Collaborates with the Executive Director on requests that involve staff in order to ensure maximum efficiency and effectiveness.

Section 5. - Removal

A board member may be removed if the member misses three out of five regular meetings.

Section 6. - Conflict of Interest

No member of NAMI Massachusetts shall be elected or appointed to the NAMI Massachusetts Board of Directors who receives his/her salary directly from the Massachusetts Department of Mental Health or the Division of Medical Assistance. Each board member agrees to the NAMI Massachusetts conflict of interest policy.

Section 7. - Governing Powers

The Board of Directors shall have the power and duty to establish policy, adopt budgets, initiate programs, and shall have other powers and duties necessary or appropriate for the governance of NAMI Massachusetts. The directors may perform all such acts as are not designated to be done by the entire membership by law, Articles of Incorporation, or bylaws. The Board of Directors may employ an Executive Director who has general direction and supervision over the day-to-day affairs of the Corporation. The Executive Director exercises such authority and performs such duties as the Board of Directors may assign.

Section 8. - Start of Term

The terms of the Board of Directors shall begin immediately after their election at the annual meeting. In the event that the annual meeting has not taken place as specified in ARTICLE III, Section 1, the incumbent officers and directors may continue to hold office until the annual meeting takes place.

Section 9. - Report to Annual Meeting

The Board of Directors shall prepare an annual financial and programmatic report of the past year's activities of NAMI Massachusetts which shall be presented at the annual meeting of the members.

ARTICLE V. ~ DIRECTORS' MEETINGS

Section 1. - Election of Officers

Within a month of the annual meeting of the members, the Board of Directors shall hold a meeting to elect from among the directors, the officers of the Corporation. These officers shall hold office until their successors have been elected.

Section 2. - Regular Meetings

The Board of Directors shall hold a minimum of four (4) regular meetings annually, the times and places to be designated by the President. Participation may be in person or by telephone.

Section 3. - Special Meetings

Special meetings of the Board of Directors may be called by the President or a majority of the Board of Directors with at least seven (7) days notice served to each member.

Section 4. - Notice of time and place of meetings of Board of Directors

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 transmitted prior to the date of the meeting. Written notice may be sent by mail, fax and/or by email.

Section 5. - Quorum

A majority of the current Board of Directors present or participating by telephone shall constitute a quorum at any board meeting.

Section 6. - Budget

Upon consultation with the board, the Executive Director and Treasurer shall prepare an annual operating budget for review by the Executive Committee. Upon review and discussion, the proposed budget shall be submitted to the Board of Directors for review and approval.

ARTICLE VI. ~ AUTHORITY AND RESPONSIBILITIES OF THE OFFICERS AND OTHER MEMBERS OF THE BOARD OF DIRECTORS

Section 1. – Designation

The officers of NAMI Massachusetts shall be members of the Board of Directors and shall include the President, Vice-President, Secretary, and Treasurer. The term for all officers shall be one year.

Section 2. - Duties of Officers

- a. President. The President shall preside at all meetings of the Corporation, the Board of Directors, and the Executive Committee. The President shall not vote on matters before the board except to break a tie. The President shall appoint committee chairs and have general oversight of all committees. The President shall name the members of the committees, subject to majority approval of the Board of Directors. The President shall be an ex-officio member of all standing committees and ad-hoc committees, except of the Nominating and Audit Committees.
- b. Vice-President. In the event of the death, absence, incapacity, or inability of the President to exercise his or her duties, the Vice-President shall perform all the duties of the President.
- c. Secretary. The Secretary shall attend all meetings of the Board of Directors and Executive Committee and shall record all votes taken and the minutes of all proceedings in an official record of the Corporation to be kept for that purpose. The Secretary shall retain the official record of the Corporation including written consents of the directors. The Secretary shall attest the signature of authorized officers of the Corporation on any instrument requiring attestation. The Secretary will keep a register or roll of the members and will call the roll when required. The Secretary should, prior to each meeting, for use by the chairperson, make out an order of business showing in their exact order what is necessarily to come before the assembly. It is the duty of the Secretary to arrange a yearly schedule of meetings of the Board of Directors and Executive Committee and send full schedule of meetings to all members of the board. The Secretary may, with the consent of the Board of Directors, delegate such duties with the exception of the attestation of signatures of authorized officers.

- d. Treasurer. The Treasurer has supervision and custody of all funds, securities, and other valuable properties of the Corporation and shall ensure that accurate accounts of the receipts and disbursements are entered into the books of the Corporation. With guidance from the Board of Directors, the Treasurer shall cause to be deposited funds and valuable effects to the credit of the Corporation. The Treasurer shall oversee the disbursement of funds of the Corporation as authorized by the Board of Directors. When requested, the Treasurer will provide to the President and directors a written detailed account of his/her transactions of the financial condition of the Corporation, including a statement of all its assets and liabilities. With the consent of the Board of Directors, the Treasurer may delegate some of these responsibilities to the staff of the corporation.

Section 3. - Other members of the Board of Directors

In addition to the Officers, the Board of Directors shall consist of other elected directors as provided by these bylaws. These other directors may serve as chairpersons of standing or special committees as provided by the Board of Directors.

ARTICLE VII. ~ COMMITTEES

Section 1. - Executive Committee

The Executive Committee shall consist of the four officers plus three board members to be selected by a majority vote of the Board of Directors. A quorum to conduct business shall consist of a minimum of five persons. The Executive Committee shall exercise all powers of the Board of Directors between meetings of the board. All proceedings of the Executive Committee shall be reported to the board in writing at its next meeting. All actions of the Executive Committee must be ratified by the full Board of Directors.

Section 2. - Nominating Committee

At least ninety (90) days prior to each subsequent annual meeting, the board shall elect a Nominating Committee of three (3) members in good standing, one whom is an incumbent member of the board of directors, but not an officer, and two other voting members who are not then serving as directors. The Nominating Committee shall solicit names from individual members and Affiliates. The committee shall solicit at least one name for each open geographic Representative slot. Individuals serving on the Nominating Committee are not eligible for nomination to the board for that term.

Nominations shall be sent to the nominating committee forty-five (45) days prior to the annual meeting. These nominations shall be accompanied by (1) the names of the nominator and seconder, (2) certification that the member is in good standing, and (3) a brief resume of the nominee. The Nominating Committee shall mail the slate of nominees and their resumes to all individual members at least thirty (30) days prior to the annual meeting. In soliciting nominees for the Board of Directors, the committee shall, in so far as possible, provide for representation of the various geographic areas of the state. Nominations from the floor shall not be allowed at the annual meeting.

Section 3. – Finance and Audit Committee

The President shall appoint a Finance and Audit Committee of three (3) NAMI Massachusetts members, at least two of whom shall be Directors, including the Treasurer. The committee is responsible for overseeing the finances of the corporation, the naming of an auditor who will audit and review the Corporation books and prepare the annual report for presentation at a meeting of the Board of Directors

Section 4. - Bylaws Committee

The President shall appoint three (3) persons to a Bylaws Committee. This committee will receive and review any resolutions that may come before and be acted upon at the annual meeting. Any resolution may be proposed only by Affiliates, the Board of Directors, or by individual petition. All proposed resolutions shall be submitted in writing to the Bylaws Committee sixty (60) days or more prior to the annual meeting. In the case of an individual petition, the Bylaws Committee must vote on the merits of each petition to determine its status as a resolution.

Section 5 - Other Committees

The President may appoint members to committees, including Education and Support, Public Policy and Advocacy, Fundraising and Marketing, Affiliate and Membership Committees and other standing and special committees as needed and approved by a majority of the Board of Directors.

Section 6. - Tenure

All committee members may serve from appointment to a date indicated or until their successors are appointed.

Section 7. - Meetings of Committees

Committees shall meet on call of the chairman of the committee or of the President.

ARTICLE VIII. ~ INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Each person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, trustee or agent of another Corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation in the manner and to the full extent that the Corporation has power to indemnify such person under Chapters 180 and 156B of the Massachusetts General Laws. The Corporation shall not indemnify a person if this action could be construed as an act of self dealing or a taxable expenditure as defined by the Internal Revenue Code or by Massachusetts General Laws.

ARTICLE IX. ~ AMENDMENT OF BYLAWS

Amendments may be proposed by any member in good standing. Any such proposed amendments shall be submitted in writing to the Bylaws Committee not less than ninety (90) days prior to the date of the next annual meeting. Each member shall receive in writing all proposed amendments to the bylaws not less than (30) days prior to the next annual meeting of the members. Proposed amendments shall be presented to the voting membership at such next annual meeting. A two thirds majority of the certified members voting, in person or by absentee ballot shall be required to amend the bylaws.

ARTICLE X. ~ DISPUTE RESOLUTION

Section 1. - Procedure for Dispute Resolution between Affiliates/Proposed Affiliates

The board shall mediate resolution of any dispute between Affiliates or between an Affiliate and a proposed Affiliate. The President shall receive written notice from one or both parties to the dispute, notifying him or her of the existence of the dispute and the names of persons authorized to act on behalf of the disputants. The President 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 dispute, the dispute, together with the names of persons authorized to act on behalf of the

disputants, shall be referred to the NAMI Board of Directors for final and binding resolution by the NAMI Board.

Section 2. - Procedure for Dispute Resolution between NAMI Massachusetts and Affiliates or Proposed Affiliates

The board shall mediate resolution of any dispute between NAMI Massachusetts and its Affiliates or proposed Affiliates following the same procedure described in Article X, Section 1.

ARTICLE XI. ~ INDEPENDENCE

NAMI Massachusetts and its Affiliates shall be independent of other agencies and advocacy groups not affiliated with NAMI and NAMI Massachusetts, and shall not share bylaws, Articles of Incorporation, or Boards of Directors with such other groups.

ARTICLE XII. ~ SEAL AND LOGO

NAMI Massachusetts may have a seal. The use of the name, acronym and logo of NAMI and NAMI Massachusetts 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 NAMI Massachusetts shall cease.

ARTICLE XIII. ~NON- DISCRIMINATION

NAMI Massachusetts and its member Affiliates shall not discriminate against any person or group of persons on the basis of race, ethnicity, culture, language, national origin, geographic origin, age, disability, gender, sexual orientation, gender expression, education, religion, faith, socio-economic status or lived experience

ARTICLE XIV. ~ AUTHORITY

A current edition of Robert's Rules of Order - Newly Revised shall govern the conduct of business in all applicable cases that are not in conflict with these bylaws.

ARTICLE XV. ~ ADOPTION OF THESE BYLAWS

These are the current bylaws approved and ratified by two-thirds (2/3) of the members eligible to vote at the annual meetings of NAMI Massachusetts in May of 1997, May of 1999, May of 2001, October of 2009, October of 2010, October of 2011, and October of 2012.