

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 (“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 persons in Massachusetts ~~consumers and their families~~ whose lives are affected by mental health conditions;
- Improve the public’s awareness and understanding of mental illnesses; and
- Advocate at ~~all~~ local, state and federal levels to ensure that all persons affected by mental illnesses receive ~~in a timely fashion~~ the services that they need and deserve in a timely fashion.

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;

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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~~[corporation](#) is allowed [to engage](#) 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 the National Alliance on Mental Illness. (“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 familyhousehold. Membership in a familyhousehold name is a single membership, entitled to one vote, for the purpose of voting.
- b. Voting Rights. ~~Each member~~ A person or household that is (1) ~~shall be the~~ a voting member of an Affiliate; to which such member belongs, and (2) ~~ii) may nominate a~~ member of NAMI Massachusetts, and (iii) a member of NAMI, may: (1) recommend an individual to be nominated for election to the ~~board~~ Board of ~~directors~~ Directors of NAMI Massachusetts (the “Board of Directors”) in accordance with the procedure set forth in Article VII, Section 2(b)(iv) below; (3) ~~may elect~~ vote in the election of members to the Board of Directors; and (4) ~~may adopt and~~ vote on any proposal to 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~~ Any person whose membership and dues are current as of a date forty-five (45) days prior to ~~the~~any annual meeting. ~~All or special meeting of members certified to be in good standing as defined as up to date in their dues are, as evidenced by NAMI 360 or such other official record of membership as is then maintained by NAMI Massachusetts, shall be eligible to vote at the annual~~such a 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 that has been granted status as an Affiliate of NAMI Massachusetts by the NAMI Board.
- b. Credentials. ~~The~~At the request of NAMI, the Board of Directors of NAMI Massachusetts ~~shall~~will consider whether to endorse an Affiliate to NAMI in order ~~to have standing. For an~~for such Affiliate to ~~be in good~~have standing, ~~dues of the as a NAMI 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 at any meeting of the members of NAMI, 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~~forty-five (45) 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.
- d. Each ~~voting~~ Affiliate otherwise eligible to vote, acting through a duly authorized officer, shall be entitled to cast the number of votes determined by the following table on ~~all matters~~any matter properly brought before a meeting of the members of NAMI Massachusetts, other than the election of the Board of Directors of NAMI Massachusetts and the revision of these bylaws:

5-25	1
<u>Number of members</u>	<u>Votes</u>

<u>5</u> – <u>25</u>	<u>1</u>
26 – 50	2
<u>26</u> – <u>50</u>	<u>2</u>
51 – <u>100</u>	3
101 – <u>150</u>	4
151 – <u>200</u>	5
201 – plus	6

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

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f. ~~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~~ whether to endorse the dissolution of the Affiliate and notify ~~the National Office of~~ NAMI, which will take the appropriate steps to remove the Affiliate from the public record.

g. Dissolution of NAMI Massachusetts. NAMI Massachusetts may, at a meeting duly convened for such purpose, by a majority vote of the members eligible to vote at the meeting, authorize a petition for its dissolution to be filed in the Supreme Judicial Court or Superior Court of the Commonwealth of Massachusetts setting forth in substance the grounds of the application. After such notice as the court may order and after hearing, the court may decree a dissolution of the corporation. Upon any dissolution in accordance with this chapter, the existence of the corporation shall cease, subject to applicable provisions of law for continuation to close its affairs, for the appointment of receivers and for revival.

ARTICLE II. ~ FINANCE

Section 1. - Dues

~~Affiliates~~ Members 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. The NAMI Massachusetts Board of Directors shall establish a policy to ensure that a portion of the dues amount collected from individual members is returned to the local Affiliate designated for each member.

Section 2. - Fiscal Year

The fiscal year shall begin ~~July~~ April 1 and ~~ends June 30~~ end on March 31.

ARTICLE III. ~ MEETINGS

Section 1. - The Annual Meeting

a. The annual meeting of ~~the Corporation~~ NAMI Massachusetts shall be held each year on

a date and at such place and time as the Board of Directors shall designate. Written notice of such date, place and time, and of any business (other than the election of directors), proposed by the Board of Directors to be conducted at the annual meeting, shall be given to each Affiliate and to individual members of NAMI Massachusetts not less than thirty (30) days before the date of the annual meeting. The meeting notice will state the number of vacancies to be filled and include a report of the Nominating Subcommittee and the names and biographical information of each candidate nominated for election by the Board of Directors.

- 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~~ Provided that notice has been given in accordance with Article III, Section 1(a) above, any number of 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~~ is by plurality vote. The candidates receiving the highest numbers of votes will be elected, until the number of vacancies available to be filled, as set forth in the notice of meeting, have been filled. Votes will be counted by an Election Committee appointed by the President, which shall act as inspector of elections. In the event of a tie for the last available vacancy, the President will cast a deciding vote, unless the President is a candidate for re-election, in which event a deciding vote will be cast by the chairperson of the Election Committee. Adoption of revisions to the bylaws requires ~~a~~ the affirmative vote of two-thirds ~~vote~~ of those present and voting ~~the votes properly cast, in person or~~ by members eligible to vote.
- 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~~

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~~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~~ in accordance with the procedure set forth in Article VII, Section 2(b) below. Adoption of any such resolution shall require the affirmative vote of a majority of the votes properly cast, in person or by absentee ballot, by members eligible to vote, including votes properly cast on behalf of Affiliates pursuant to Article II, Section 2(d) above.

- d. Absentee ballots will be prepared at the direction of the Nominating and Governance Committee, and made available to members not less than thirty (30) days prior to the annual meeting ~~and. To be counted at the annual meeting, absentee ballots~~ must be received in the NAMI Massachusetts office no later than seven (7) calendar days prior to the meeting.

Section 2. - Special Meetings

Special meetings of the members may be called by the President or a majority of the Board of Directors. Special meetings may also be called by written petition of one quarter of the Affiliates. A minimum of twenty ~~one~~ (21) day~~days~~' notice to members and 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~~ or such other number, not less than nine (49) of whom ~~nor more than eighteen (18), as the Board of Directors may determine; provided, that no reduction by the Board of Directors in the number of directors constituting the full Board~~ shall ~~be officers~~ have the effect of shortening the ~~Corporation~~ term of any incumbent director. In addition, the Board of Directors may appoint up to three (3) retired members of the Board as non-voting directors emeriti. A director emeritus may serve for one term not to exceed three ~~year term. Starting in 1999 and thereafter, six (6) individuals shall be elected to the Board of Directors each year~~ years. The Board of Directors shall be consist of NAMI members, at least seventy-five percent of whom have lived experience, i.e., are persons with mental illness or parents or other relatives thereof. Residence in Massachusetts shall be a qualification for election or appointment as a director.

Section 2. ~~Classes~~ Terms of Office 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~~

In order to provide for continuity on the Board of Directors, the terms of office of the directors shall be staggered, such that approximately one-third of the directors shall be elected each year. To this end, the directors (other than non-voting directors emeriti) shall be divided into three groups (each a "Group"), designated as Group A, Group B and Group C, respectively. Such Groups shall be as nearly as possible equal in size, and the rights and responsibilities of the directors in each Group shall be identical. Upon the effective date of this bylaw, the Board of Directors shall assign members of the Board already in office to such Groups based upon the expiration dates of their terms at the time the classification becomes effective. Thereafter,

- a. At the first annual meeting following the initial classification of the Board of Directors, the term of office of the Group A directors shall expire and Group A directors shall be elected for a full term of three years;
- b. Similarly, at the second annual meeting following such initial classification, the term of office of the Group B directors shall expire and Group B directors shall be elected for a full term of three years;
- c. At the third annual meeting following such initial classification, the term of office of the Group C directors shall expire and Group C directors shall be elected for a full term of three years; and
- d. At each succeeding annual meeting of members, directors shall be elected for a full term of three years to succeed the directors of the Group whose terms expire at such annual meeting.

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~~ due to the death, disability, resignation or removal of a member of the Board of Directors, the President ~~shall name the person or persons~~ may appoint a successor to fill the vacancy ~~or vacancies for the unexpired term, subject to be approved~~ approval by majority vote of the Board of Directors. Any ~~name presented~~ director appointed in accordance with the preceding sentence shall be appointed to the same Group as, and hold office for the remainder of the term of, the director whom he, she or they succeeds, and may thereafter be elected for up to two additional full terms. Any proposed appointment by the President to fill a vacancy shall be accompanied by (1)

~~certification from an Affiliate that the member is in good standing, and (2) a resume of biographical and other information concerning the appointee substantially equivalent to that which would be provided to members if the appointee were nominated for election as a director at the person presented annual meeting.~~

~~Section 4. – **Good Standing** – Governance Norms, Standards and Procedures.~~

~~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~~

~~The Board of Directors may, by majority vote, adopt and from time to time amend a written statement of norms, expectations, standards and procedures for participation by members of the Board of Directors in the proceedings of the Board of Directors and the governance of the affairs of NAMI Massachusetts (“Standards”). Members of the Board of Directors are expected to conform to any such Standards in their conduct as directors.~~

~~Section 5. – **Removal**~~

~~A board member may be removed if the member misses three out of five regular meetings.~~ Board member may be removed from office only for good cause. For purposes of this Section, and of Article VI, Section 1, “good cause” shall mean a determination by the Board of Directors that the Board member has (a) engaged in fraud, dishonesty, misconduct or gross negligence or otherwise acted in willful disregard for NAMI Massachusetts’s best interests, mission and reputation, or (b) repeatedly failed to adhere to the Board’s written Standards. Any such removal shall require the vote of a majority of the Directors present at a duly convened meeting. Each Board member shall be given at least seven (7) days written notice that a resolution to such effect is to be presented to the Board of Directors, which notice shall include a brief statement of the circumstances constituting good cause for such removal.

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 follow the ~~NAMI Massachusetts~~written conflict of interest policy adopted by the NAMI Massachusetts Board of Directors.

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~~Board of Directors may perform all such acts as are not designated to be done by the entire membership either by law, Articles of Incorporation, or bylaws.

Section 7. – Executive Director.

The Board of Directors may employ an Executive Director who has general direction and supervision over the day-to-day affairs of ~~the Corporation~~NAMI Massachusetts. The Executive Director exercises such authority and performs such duties as the Board of Directors may assign.

Section 8. - Start of Term

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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~~shall continue to hold office until the annual meeting takes place.

Section 9. - Report to Annual Meeting

The Board of Directors shall prepare, or cause to be prepared, 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. ~ BOARD OF DIRECTORS' MEETINGS

Section 1. - Election of Officers

~~Within a month of the annual meeting of the members, the~~The Board of Directors shall ~~hold a meeting to~~annually elect, from among the directors, ~~the~~new officers of ~~the~~NAMI Massachusetts. Unless otherwise specified by the Board: (a) such election shall take place as soon as reasonably practicable following the annual meeting of members, and (b) officers will serve until the conclusion of the next annual meeting of members, and thereafter until their successors have been elected and taken office.

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, or other electronic means allowing each participant to hear and be heard by the others. No director shall cast any vote or otherwise purport to act as legal representative of, or act as proxy for, any other director who is not present or participating in any meeting.

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~~directors then in office, present or participating by telephone, shall constitute a quorum at any board meeting.

Section 6. -Action without Meeting

Any action that could be taken by a vote at a duly convened meeting of the Board of Directors may be taken without a meeting by unanimous written consent of all the Directors then in office. Any such consent may be provided in counterparts and may be given by email or in other electronic form. The Secretary shall maintain with the minute books of NAMI Massachusetts copies of all such written consents.

Section 7. - Budget

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Upon

In consultation with the ~~board~~Finance and Audit Committee, the Executive Director and Treasurer shall prepare an annual operating budget for review by the Executive Committee.

UponIf, following such review ~~and discussion~~, the proposed budget ~~shall~~is recommended by both the Finance and Audit Committee and the Executive Committee, it will 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; Removal

a. 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, and until their successors have been elected. Election to any office shall not create a presumption that the officer will be nominated for election to that or any other office at any subsequent election of officers.

b. Any officer may be removed, with or without cause, by the vote of a majority of the Directors present at a duly convened meeting. Each member of the Board of Directors shall be given at least seven (7) days written notice that a resolution to such effect is to be presented to the Board of Directors.

Section 2. - Duties of Officers

a. President. The President shall preside at all meetings of ~~the Corporation~~NAMI Massachusetts, 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; Succession. At any meeting of the Board at which the President is not present, the Vice President shall preside in his, her or their stead. In the event of the resignation, death, absence, or removal, or the incapacity, or inability (determined by the Board to be other than temporary), of the President to exercise his, her or hertheir duties, the Vice-President shall ~~perform all~~succeed to the dutiesoffice of ~~the President.~~President. If no Vice-President is then in office, the Treasurer shall succeed to the office of President. In either such event, the Board shall, as soon as reasonably practicable, elect a new Vice-President and, if necessary, a new Treasurer.

- c. Secretary. The Secretary shall (i) 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~~NAMI Massachusetts to be kept for that purpose; and (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by Massachusetts law. The Secretary shall retain the official record of ~~the Corporation~~NAMI Massachusetts including written consents of the directors. The Secretary shall attest the signature of authorized officers of ~~the Corporation~~NAMI Massachusetts 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.

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- d. Treasurer. The Treasurer has supervision and custody of all funds, securities, and other valuable properties of ~~the Corporation~~ NAMI Massachusetts and shall ensure that accurate accounts of the receipts and disbursements are entered into the books of ~~the Corporation~~ NAMI Massachusetts. With guidance from the Board of Directors, the Treasurer shall cause to be deposited funds and valuable effects to the credit of ~~the Corporation~~ NAMI Massachusetts. The Treasurer shall oversee the disbursement of funds of ~~the Corporation~~ NAMI Massachusetts 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~~ NAMI Massachusetts, 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~~ NAMI Massachusetts.

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~~ Board members to be ~~selected~~ nominated by ~~a~~ the President, subject to approval by majority vote of the Board of Directors. A quorum to conduct business shall consist of a minimum of ~~five persons~~ four directors, including at least one who is not an officer. The Executive Committee shall exercise all powers of the Board of Directors between meetings of the ~~board~~ Board; provided, that the Board of Directors may, by written resolution, limit such authority with respect to specified matters. Any action taken by the Executive Committee that could reasonably be expected to have a material impact on the operations or finances of NAMI Massachusetts shall promptly be disclosed in writing to the Board, and a written summary of all proceedings of the Executive Committee shall be ~~reported~~ provided to the ~~board in writing~~ Board not later than at its next meeting. ~~All actions of the Executive Committee must be ratified by the full Board of Directors.~~

Section 2. - Nominating and Governance Committee

- a. ~~At least ninety (90) days prior to each subsequent annual meeting, the board shall elect~~ The President shall appoint, subject to approval by majority vote of the Board of

Directors, a Nominating and Governance Committee of not fewer than three ~~(3)~~and not more than five members ~~in good standing, one whom is an incumbent member~~ of the ~~board~~Board of ~~directors, but not an officer, and two other voting members~~Directors.

- b. The Nominating and Governance Committee will oversee the recruitment and recommendation to the full Board of nominees for election as director.
- i. In performing this function, the Committee shall annually appoint a Nominating Subcommittee, consisting of not fewer than three persons, a majority of whom shall be members of the Nominating and Governance Committee, and at least one of whom shall be a member of NAMI Massachusetts who ~~are~~is not ~~then serving as directors~~a director. The Nominating Subcommittee may also include one or more members of the staff of NAMI Massachusetts, as the Committee shall deem appropriate.
- ii. The Nominating Subcommittee will 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, review the experience, qualifications and suitability of proposed nominees, and recommend nominees for approval by the Board to be included on the ballot for the Annual Meeting.

Nominations

- iii. The Board of Directors 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.~~ determine the number of vacancies to be filled at the annual meeting and the Group to which each vacancy belongs, taking into account any change in the size of the Board approved by the Board of Directors, and the requirement that the number of directors in each Group be as nearly as possible equal. The Board will also choose from among the persons recommended by the Nominating and Governance Committee ~~shall mail the slate~~ a number of nominees for election as directors equal to at least the number of open vacancies, but no more than twice such number, and cause their names and their resumes to be provided to all individual members at least thirty (30) days prior to the annual meeting.
- iv. In soliciting nominees for the Board of Directors, the ~~committee shall, in so far as possible,~~ Nominating Subcommittee shall make reasonable efforts to provide for representation of the various geographic areas of the state. Recommendations to the Nominating Subcommittee of persons to be nominated shall be accompanied by (A) the names of the nominator and seconder, (B) certification by the relevant Affiliate that the nominee is in good standing, and (C) a brief resume of the nominee. Nominations from the floor shall not be allowed at the annual meeting.
- c. The Nominating and Governance Committee will receive and review any resolutions that may be proposed to come before and be acted upon at the annual meeting. Any such resolution may be proposed only by Affiliates, the Board of Directors, or by individual petition. In the case of an individual petition, the Committee shall determine in its sole discretion whether any such resolution is appropriate to be brought before the annual meeting
- d. To be timely, a proposed nomination shall be made by a written notice signed by not less than seven members, giving the names of such proposed nominee or nominees, which notice shall be filed with the Nominating and Governance Committee at the principal office of NAMI Massachusetts not later than ten (10) days prior to the date of the annual meeting; provided, that if the report of the Nominating Subcommittee shall have been sent to the members at least thirty (30) days prior to the date of the annual meeting, instead of the foregoing requirement, the notice of nominations shall be filed with the Nominating and Governance Committee not later than twenty (20) days after such report is sent out. To be timely, any proposal to amend the bylaws or other resolution (other than one proposed by the Board of Directors) must be received by the Nominating and Governance Committee at the principal office of NAMI Massachusetts not later than the close of business on the sixtieth (60th) day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is advanced more than thirty (30) days prior to or delayed by more than sixty (60) days after the anniversary of the preceding year's annual meeting, notice of the proposed nomination or resolution must be so received by the close of

business on the later of the sixtieth (60th) day prior to such annual meeting or the tenth (10th) day following the day on which public announcement of the date of such meeting is first made.

e. The Nominating and Governance Committee will: oversee succession planning for the officers of the Board; review any statement of intention to stand for election as an officer that is received from a Director and consult with the President and Executive Committee regarding the same; oversee an annual review of the Board's and its committees' performance; assist the standing committees in drafting or amending their charters; periodically review these bylaws and review and consider whether to recommend any amendments thereto, including any amendment proposed by a member; develop and recommend to the Board corporate governance principles applicable to NAMI Massachusetts; and assist the Board in its interpretation of these principles and generally oversee governance matters relating to NAMI Massachusetts.

Section 3. – Finance and Audit Committee

The President shall appoint a Finance and Audit Committee ~~of~~which shall include at least 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~~NAMI Massachusetts, the naming of an auditor who will audit and review ~~the Corporation~~NAMI Massachusetts's books and ~~prepare~~preparing 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; Advisory Bodies

- a. 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~~, subject to approval by a ~~a~~-majority vote of the Board of Directors.
- b. The Board of Directors may establish an advisory council or other similar non-voting body to provide advice, counsel and input to the Board of Directors, officers and staff of NAMI Massachusetts. Members of any such body shall be appointed by the President, subject to

approval by a majority vote of the Board of Directors, and need not be members of NAMI Massachusetts. The charter, function and manner of operation of any such advisory body shall be as determined by the Board of Directors; provided, that no authority to take action legally binding upon NAMI Massachusetts may be delegated to any such advisory body.

Section 6. - Tenure

All committee members ~~may serve from appointment to a date indicated or until their successors are appointed~~ and members of any advisory body serve at the pleasure of the Board.

Section 7. - Meetings of Committees; Committee Charters

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Committees shall meet on call of the ~~chairman~~chairperson of the committee or of the President. Each standing committee of the Board shall adopt a written charter setting forth a concise statement of its purpose, the scope of its responsibilities and authority and any requirements concerning its membership and proceedings, subject to approval by the Board of Directors.

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

Each person who is or was a director, officer, employee or agent of ~~the Corporation~~NAMI Massachusetts and who is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee or agent of NAMI Massachusetts or is or was serving at the written request of ~~the Corporation~~NAMI Massachusetts as a director, officer, employee, trustee or agent of another ~~Corporation~~corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by ~~the Corporation~~NAMI Massachusetts in the manner and to the full extent that ~~the Corporation~~NAMI Massachusetts has power to indemnify such person under Chapters 180 and 156B of the Massachusetts General Laws. ~~The Corporation~~NAMI Massachusetts shall not indemnify or hold harmless 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 or if otherwise prohibited by law. NAMI Massachusetts may purchase and maintain insurance concerning the obligations set forth in this Article VIII.

ARTICLE IX. ~ AMENDMENT OF BYLAWS

Amendments of these Bylaws may be proposed by any member in good standing. Any such proposed amendments shall be submitted in writing to the ~~Bylaws~~Nominating and Governance Committee ~~not less than ninety (90) days prior to the date of~~in the manner and within the time frame specified for resolutions to be put before the ~~next~~ annual meeting as set forth in Article VII, Section 2(d) above. 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~~The affirmative vote of two-thirds majority of the ~~certified members voting~~votes properly cast, in person or by absentee ballot, shall be required to amend the bylaws. Amendments of bylaws shall apply prospectively unless expressly stated otherwise in such amendment.

ARTICLE X. ~ DISPUTE RESOLUTION

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

~~The board~~NAMI Massachusetts shall mediate resolution of any dispute between Affiliates or between an Affiliate and a proposed Affiliate. ~~The~~that may be jointly submitted by the parties to

the NAMI Massachusetts Board for such mediation. Upon receipt by the President shall receive of written notice from one or both parties to the dispute, notifying him-~~or~~, her or them of the existence of the dispute and the names of persons authorized to act on behalf of the disputants-~~The~~, 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

Upon receipt by the President of written notice from the Board of Directors of an Affiliate or from the organizers of a proposed Affiliate notifying the President of the existence of a dispute between such existing or proposed Affiliate and NAMI Massachusetts and demanding mediation thereof, which notice shall include 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 such efforts are unsuccessful in resolving the dispute within thirty (30) days following receipt of such notice, the disputants shall submit to mediation of such dispute by an independent third party reasonably acceptable to all the disputants, the expense of such mediation to be borne equally by the disputants. In the event that for any reason resolution of the dispute is not achieved by such third party mediation 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. Within 30 days of such termination, NAMI Massachusetts will change its name to reflect that it is no longer connected to NAMI.

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. The presiding officer at any meeting of the Board or of any committee of the Board may, but need not, appoint from among the members present a parliamentarian for the meeting, whose responsibility shall be to advise the presiding officer on matters of parliamentary procedure at such meeting.


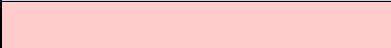
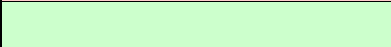
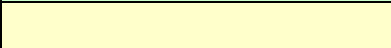

ARTICLE XV. ~ ADOPTION OF THESE BYLAWS

These are the current bylaws approved and ratified by two-thirds (2/3) of ~~the~~ votes properly cast, in person or by absentee ballot, by 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, October of 2012 and October of ~~2012~~2020.

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Document comparison by Workshare 10.0 on Wednesday, September 9, 2020
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