



NAMI-NYS
Board of Directors
Operating Policies and
Procedures

September 2015

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1 NAMI-NYS Board Operating Policies & Procedures

1.1 Scope & Place in Hierarchy of Rules and Procedures

NAMI-NYS's Policies and Procedures ("P&P") encompass and regulate activities required to run the organization, and are an integral requirement for all properly managed entities.

The hierarchy of rules and procedures moves from the general to the specific and from the seldom-modified to the easily-modified. In NAMI-NYS, this hierarchy begins with the Articles of Incorporation and moves downward through the Bylaws, Policies and Procedures, and operating and committee working procedures. Conversely, the modification process moves upward from operating and working procedures modified through use and experience, to Policies and Procedures, the Bylaws, and the Articles of Incorporation. In the event that the terms of these Board Operating Policies and Procedures and the By-Laws of NAMI-NYS conflict, the terms of the By-Laws shall be deemed to apply.

Policies & Procedures are formally adopted by the Board of Directors. They are intended to be a living document open to change and revision to facilitate growth and change of the organization. It is through these policies and procedures that the Board of Directors assists in establishing the guidelines within which officers and staff act to implement policy, programs and services. The current version was reviewed and adopted by NAMI-NYS's Board in May 2011 and most recently modified in May 2015.

1.2 Management and Revisions

The NAMI-NYS Board has developed policies and procedures as guidelines for operating and managing the organization. The President, Board and Board Committees have primary day-to-day oversight of the policies and procedures, while the Executive Director is charged with administering them. Working with the various committees and the grassroots membership during the year, the Policy and Procedures Committee will coordinate changes to be made to the NAMI-NYS Policies and Procedures. Such proposed changes will be presented at board meetings for Board approval.

1.3 Distribution

The NAMI-NYS Policies and Procedures will be distributed to NAMI-NYS Board Members, staff, and may be distributed to the chairs of any relevant committees and to affiliates upon request.

1.4 Definition

"The Board of Directors" shall mean the maximum allowable number of Directors less vacancies due to resignation, removal, or otherwise.

2 Internal & External Relations/Board Conduct

2.1 Confidentiality Statement

Confidentiality is a hallmark of effective boards. NAMI-NYS employees and board members:

Ensure that all information that is confidential or privileged or that is not publicly available is not disclosed inappropriately.

Ensure that all nonpublic information about other persons or firms acquired by NAMI-NYS board and staff members in dealing with outside firms on behalf of NAMI-NYS is treated as confidential.

2.2 Confidentiality Policy

It is the policy of NAMI-NYS that board members and employees of NAMI-NYS may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with NAMI-NYS to any person, including relatives, friends and business and professional associates, other than to persons who have a legitimate need for such information and to whom NAMI-NYS has authorized disclosure. Board members and employees shall use confidential information solely for the purpose of performing services as a board member or employee for NAMI-NYS. This policy is not intended to prevent disclosure where disclosure is required by law.

Board members and employees must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places, such as restaurants, elevators, and airplanes, should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, board members and employees should be sensitive to the risk of inadvertent disclosure and should for example, refrain from leaving confidential information on desks or otherwise in plain view and refrain from the use of speakerphones to discuss confidential information if the conversation could be heard by unauthorized persons.

2.3 Ethics Statement

We, as NAMI-NYS board and staff members, dedicate ourselves to carrying out the mission of this organization. We will do the following:

Recognize that the chief function of NAMI-NYS at all times is to serve the best interests of our diverse constituency.

Accept as a personal duty the responsibility to keep up to date on emerging issues and to conduct ourselves with competence, fairness, impartiality, efficiency, and effectiveness.

Respect the structure and responsibilities of the board, provide them with facts and advice as a basis for their making policy decisions, and uphold and implement policies adopted by the board.

Conduct our organizational and operational duties with positive leadership exemplified by open communication, civility, creativity, dedication, and compassion.

Exercise whatever discretionary authority we have under the law to carry out the mission of the organization.

Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.

Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all our activities in order to inspire confidence and trust in our activities.

Avoid any interest or activity that is in conflict with the conduct of our official duties.

Respect and protect privileged information to which we have access in the course of our official duties.

Strive for personal excellence and encourage the personal and professional developments of others.

2.4 Ethics Policy

NAMI-NYS believes strongly that its board, committee members, and staff must uphold the highest standards of ethical behavior.

- To hold paramount the safety, health, and welfare of the public in the performance of staff/volunteer or board member duties.
- To act in such a manner as to support and reinforce personal honor, integrity, and dignity.
- To treat with respect and consideration all persons, regardless of race, religion, gender, abilities or disabilities, age, sexual orientation, or national origin.
- To collaborate with and support others in carrying out NAMI-NYS's mission.

2.5 Code of Ethics for the Board

The following code of ethics was adopted by the board and sets forth the standards the board expects from its members.

- To become familiar with and committed to the major responsibilities of a governing board
 - Setting mission and purposes
 - Appointing the Executive Director
 - Supporting the Executive Director
 - Monitoring the Executive Director's performance
 - Assessing Board performance
 - Insisting on strategic planning
 - Reviewing educational and public-service programs
 - Ensuring adequate resources
 - Ensuring good management
 - Preserving organizational independence
 - Relating to the community

- To support NAMI-NYS’s fund-raising efforts through personal giving in accordance with one’s means, and to be willing to share in the solicitation of others.
- To devote time to learn how NAMI-NYS functions—its uniqueness, strengths, and needs, its reputation and standing.
- To carefully prepare for, regularly attend, and actively participate in board meetings and committee assignments.
- To accept and abide by the legal and fiscal responsibilities of the board as specified by institutional charter, bylaws, and state statutes and regulations.
- To vote according to one’s individual conviction, to challenge the judgment of others when necessary, yet to be willing to support the decision of the board and work with fellow board members in a spirit of cooperation.
- To recognize that the board president alone speaks for the board.
- To maintain the confidential nature of board deliberations and to avoid acting as spokesperson for the entire board unless specifically authorized to do so.
- To understand the role of the board as a policy-making body and to avoid interference in administrative functions other than those it is obliged to monitor and review.
- To learn and consistently to use designated organizational channels when conducting board business.
- To comply with the conflict-of-interest policy and disclosure developed by the board.
- To refrain from actions and involvement that might prove embarrassing to the organization and to resign if such actions or involvement develop.
- To make judgments always on the basis of what is best for the organization as a whole.

No Board members may represent themselves as speaking on behalf of NAMI-NYS to any group or organization without the President’s authorization. When a board member speaks on behalf of NAMI-NYS, any honoraria shall be paid to NAMI-NYS.

2.6 Conflict of Interest Policy

2.6.1 Purpose

The purpose of the conflict of interest policy is to protect the interest of NAMI New York State (the “Corporation”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director, officer, committee member or employee (a “Covered Person”) of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

2.6.2 Definitions

2.6.2.1 Interested Person

Any Covered Person of the Corporation or any Affiliate of the Corporation, who has a direct or indirect financial interest, as defined below, is an interested person. Such individuals are subject to the provisions regarding conflicts set forth in this conflict of interest policy.

2.6.2.2 Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or any Relative:

- a. An ownership or investment interest in any entity with which the Corporation or an Affiliate of the Corporation has a transaction or arrangement;
- b. A compensation arrangement with the Corporation, an Affiliate of the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation or an Affiliate of the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate Board of Directors or a committee decides that a conflict of interest exists.

2.6.2.3 Relative

“Relative” of an individual means any family member of the individual, including, but not limited to, his or her (i) spouse, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grand-children; or (ii) domestic partner as defined in section twenty-nine hundred ninety-four-a of the New York Public Health Law.

2.6.2.4 Affiliate

An “Affiliate” of the Corporation means any entity controlled by, in control of, or under common control with the Corporation.

2.6.3 Procedures

2.6.3.1 Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board or authorized committee thereof. Such disclosures shall be forwarded to the Audit Committee or to the Board of Directors.

2.6.3.2 Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists; provided, however, that if a transaction would constitute a related party transaction under Article V of this policy, a conflict of interest will be deemed to exist.

2.6.3.2 Procedures for addressing the Conflict of Interest

a. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the deliberation of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

e. In no event shall a person with a conflict of interest attempt to improperly influence the deliberation or voting on the matter giving rise to such conflict.

f. No Covered Person shall participate in consideration of a transaction with an entity (other than an Affiliate of the Corporation) of which such person is a director or officer.

2.6.3.4 Violations of the Conflicts of Interest Policy

a. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or a committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

2.6.3.5 Administration

This policy shall be administered by the Audit Committee of the Corporation or by the Board of Directors

2.6.4 Records of Proceedings

The minutes of the Board of Directors and all committees with Board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed; and

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

2.6.5 Related Party Transactions

An interested person shall disclose and the Corporation shall address and document potential related party transactions in accordance with Section 715 of the New York Not-for-Profit Corporation Law and this policy. The Corporation shall, to the extent it enters into a related party transaction, in addition to ensuring compliance with this conflict of interest policy, determine that the transaction is fair, reasonable and in the best interests of the Corporation after due consideration of alternative transactions. This determination shall be documented in accordance with this policy. For purposes of this policy, a related party is a director, officer, Key Employee (or Relative thereof) of the Corporation or an Affiliate, or an entity in which such person has a 35% or greater beneficial interest (5% in the case of a partnership).

2.6.6 Compensation

a. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either

individually or collectively, is prohibited from providing information to any committee regarding compensation.

2.6.7 Annual Statements

Prior to election Directors shall and each Covered Person annually shall sign a statement that confirms such Covered Person:

- a. Has received a copy of the conflict of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands that the Corporation is a tax exempt organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Such statement shall identify to the best of each such person's knowledge, all entities of which such is an officer, director, trustee, member, owner (either as a sole proprietor or a partner) or employee and any transaction in which the Corporation is a participant in which such person may have a conflicting interest. Such statement shall be submitted to the secretary of the Corporation who shall provide it to the chair of the Audit Committee, the Executive Director or the Compliance Officer of the Corporation.

2.6.8 Periodic Reviews

To ensure the Corporation operates in a manner consistent with tax exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further tax exempt purposes and do not result in inurement, impermissible private benefit or an excess benefit transaction

2.6.9 Use of Outside Advisors

When conducting the periodic reviews as provided for in Article VIII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

2.7 Conflict of Interest Policy: Acknowledgement and Affirmation

To: Secretary, for distribution to Audit Committee

The undersigned, a director, officer, committee member or employee of NAMI New York State (the "Corporation") hereby affirms that:

- a. I have received a copy of the conflict of interest policy;
- b. I have read and understand the policy;
- c. I have agreed to comply with the policy, and
- d. I understand that the Corporation is a tax-exempt organization and that in order to maintain its federal tax exemption as such, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
- e. I am an officer, director, trustee, member, owner (either as a sole proprietor or a partner) or employee of the following:

- f. I may have a conflicting interest with respect to the following transactions in which the Corporation is a participant:

Date: _____, 20__

Signature: _____

Name: _____

Title: _____

2.8 Conflicts/Mediation Processes

2.8.1 Between Board members

If direct discussion between the parties does not lead to resolution, it is advisable to engage the President as a mediator. One of the President's key roles is to help maintain harmonious relationships between Board members. If the President is a party to the conflict, then it is advisable for the 1st Vice-President to serve as mediator. If the 1st Vice-President is a party to the conflict, then it is advisable for the 2nd Vice-President to serve as a mediator. If the 2nd Vice-President is a party to the conflict, the Board of Directors will select a special mediator by majority vote. If the conflict is not resolved by these interventions, then consultation is sought from NAMI.

2.8.2 Between Board members and the Executive Committee

Direct discussions and a spirit of compromise usually are sufficient to handle difficulties. If direct discussion between the parties does not lead to resolution, it is advisable to engage the President as mediator. If the President is a party to the conflict, then it is advisable for the 1st Vice-President to serve as mediator. If the 1st Vice-President is a party to the conflict, then it is advisable for the 2nd Vice-President to serve as a mediator. If the 2nd Vice-President is a party to the conflict, the Board of Directors will select a special mediator by majority vote. If the conflict is not resolved by these interventions, then consultation is sought from NAMI

2.8.3 Between Board members and the Executive Director

Direct discussion with the Executive Director is an essential first step in resolving problems. If that is inadequate, the President should be informed. It is advisable to engage the President as a mediator. If the President is a party to the conflict, then it is advisable for the 1st Vice-President to serve as mediator. If the 1st Vice-President is a party to the conflict, then it is advisable for the 2nd Vice-President to serve as a mediator. If the 2nd Vice-President is a party to the conflict, the Board of Directors will select a special mediator by majority vote..

2.9 Diversity and Inclusion

NAMI-NYS shall actively recruit, engage and serve members from every race, , ethnicity, age, religion, socio-economic status, sexual orientation/preference, gender, ability and disability, and shall not discriminate in the requirements for membership, provision of service or support or in its policies or actions.

The NAMI-NYS Board of Directors will regularly review their own composition and membership demographics compared to those of the state in order to aspire towards reflecting that composition.

NAMI-NYS shall include in bylaws, operating policies and procedures, and other relevant policy documents, explicit statements that require the organization to embrace the broadest possible definition of inclusion and nondiscrimination.

NAMI-NYS will reach out to and welcome the community at large through our recruitment, marketing, public education and awareness activities. NAMI-NYS will strive to support recruitment and retention of a diverse and inclusive membership and leadership, NAMI-NYS will promote and mentor NAMI Affiliate diversity and inclusion efforts. Whenever there is a demand and the interests of members can best be served by support through groups sharing some affinity, including but not limited to lived experience or primary language, NAMI-NYS shall encourage affiliates to offer multiple support groups beyond their baseline family and/or consumer groups.

3 Relationships with Local Affiliates

3.1 Local Affiliates

NAMI-NYS's priority is state-based support, education, advocacy and research. NAMI-NYS will not organize or recognize affiliates outside New York State.

As in the case with NAMI-NYS, each Local Affiliate shall, without exception, not discriminate among those eligible for membership based upon sex, age, ethnicity/race, creed, color, sexual preference, economic status or disability, nor shall membership be limited based upon an individual's declaration of status as either a consumer or family member.

3.2 Guidelines for Implementation of NAMI "Signature" Programs

NAMI-NYS will always proceed in a manner intended and designed to strengthen and enhance local affiliates and their programs.

NAMI-NYS facilitates "signature" programs as a service to their members and to others whose lives have been affected by mental illness.

3.3 Policy for Use of NAMI-NYS Name & Logo

NAMI-NYS recognizes that NAMI controls the name, acronym, and logo of NAMI. Their uses shall be in accordance with NAMI policy, and upon termination of charter with NAMI-NYS, the uses of the name, acronym or logo shall cease.

NAMI-NYS shall, at all times, maintain independent positions on issues affecting the welfare of people with mental illness. These positions shall be based on review of available scientific information. The potential effect of such positions on the interests of a funding source shall not be a relevant factor in NAMI-NYS's decision making process.

NAMI-NYS will neither endorse, nor allow the perception that it endorses, any products, devices or services. Where the perception of an endorsement may exist, use of NAMI-NYS name and logo must be reviewed and approved by the NAMI-NYS Board, in writing, in advance of use.

NAMI-NYS will accept support only for projects and activities that are consistent with the organization's mission.

NAMI-NYS will ensure that use of its name and associated logos does not adversely affect its nonprofit status or otherwise create potential legal exposure or other detriment to the organization. All projects, activities, and partnerships of NAMI-NYS and local affiliates must conform to NAMI-NYS Bylaws and policies.

The NAMI-NYS Board reserves the right to editorial approval for projects involving informational services.

Any use of the NAMI-NYS name or logo on, or in connection with, any written material, media, or other item not produced or used by NAMI-NYS or local affiliates, shall require the prior written approval of the NAMI-NYS Board of Directors.

3.4 Dispute & Grievance Resolution Process

3.4.1 NAMI-NYS Dispute Resolution Committee

The President shall appoint the Executive Committee to serve as the NAMI-NYS Dispute Resolution Committee ("DRC") and shall designate one of the members so appointed as Chair, DRC. The Executive Director shall designate one or more staff to assist the DRC, which may also be him or herself.

3.4.2 Notice of Dispute

In the event of an unresolved dispute between (1) member Affiliates, (2) proposed Affiliates, or (3) a member Affiliate and a proposed Affiliate, notice of the existence of the dispute shall be given to the President ("President") of the NAMI-NYS Board of Directors by the proposed Affiliate, or Affiliate that is a disputant. Such notice shall be in writing and be signed by an authorized representative of the disputant, and such notice may not be submitted electronically. Such notice shall include a brief statement of the matter in dispute, mail address, email address and telephone number for purposes of contacting the authorized representative of the disputant.

3.4.3 Acknowledgement of Notice

Upon receipt of a notice of dispute, the President shall promptly cause staff of NAMI-NYS designated for such purpose by the Executive Director to log the notice and establish a file where key communications in any form received or sent with respect to the dispute shall be kept. The President shall promptly provide a copy the notice of dispute to the Chair of the Dispute Resolution Committee, acknowledge receipt in writing to the authorized representative of the disputant, and notify in writing any affected Affiliate. The written acknowledgement of receipt shall advise the authorized representative of the disputant of the provisions of NAMI-NYS Bylaws and NAMI-NYS Policies and Procedures with respect to dispute resolution as well as the commitment of NAMI-NYS to the importance of dispute resolution.

3.4.4 Review of Dispute

Upon receipt of a copy of the notice of dispute the DRC Chair, shall review the matter in dispute and

may jointly request additional written information but shall not be authorized to engage in dispute resolution. Such additional written information shall be maintained in the file provided under Section 3.4.3 of these Policies and Procedures. Within four weeks following receipt of a copy of the notice of dispute, the DRC Chair shall provide a confidential written report and recommendations, if any, to the President for dispute resolution.

3.4.5 Dispute Resolution

Within two week following receipt of the report of the DRC Chair, the President shall determine a method of dispute resolution as follows and cause written notice of such determination to be given to all parties to the dispute.

3.4.5.1 NAMI-NYS Referral

The President may promptly refer the dispute to the DRC. The DRC, with the assistance of staff designated by the NAMI-NYS Executive Director, shall confer with the authorized representatives of the disputants and, thereafter, facilitate dispute resolution that may include mediation or other dispute resolution. Any extraordinary costs of such dispute referral and resolution may be assessed by NAMI-NYS to the parties to the dispute in equal shares. Within one month following such referral, the Chair of the DRC shall notify the President and NAMI-NYS Board in writing that the dispute is either resolved or unresolved.

3.4.6 Non-Interference

Any member of the NAMI-NYS Board or NAMI-NYS staff who, except as authorized under the foregoing Policies and Procedures, interferes with or otherwise has any personal involvement with the parties to a dispute, other than providing factual information with respect to NAMI-NYS dispute resolution policies and procedures, shall be disqualified from all participation in dispute resolution under these Policies and Procedures and shall not communicate with members of the NAMI-NYS Board or NAMI-NYS staff with respect to the dispute. Any member of the NAMI-NYS Board or NAMI-NYS staff who is a member of an Affiliate, or Proposed Affiliate that is a party to a dispute under these Policies and Procedures shall be disqualified from all participation in dispute resolution under these Policies and Procedures and shall not communicate with members of the NAMI-NYS Board or NAMI-NYS staff with respect to the dispute, provided that the President may appoint an alternative member of the NAMI-NYS DRC in the event that a member of the NAMI-NYS DRC is so disqualified. In the event that the President is so disqualified, the NAMI-NYS Board shall appoint a NAMI-NYS Board Vice President to act in lieu of the President for purposes of these Policies and Procedures.

4 Officers and Directors

4.1 Officers

The Corporation shall have a President, a First and Second Vice-President, a Secretary and Treasurer, and any such other officers as the Board of Directors shall deem necessary for the proper management of the corporation.

4.1.1 Terms of Office

The officers are elected yearly by the Board of Directors after each annual meeting.

4.1.2 Roles

4.1.2.1 President

The President shall preside at all meetings and guide the board in the enforcement of all policies and regulations relating to NAMI-NYS. The President shall exercise such authority and perform such duties as the Board of Directors may from time to time assign.

The NAMI-NYS President serves as an ex-officio, non-voting member of all committees, except the Nominating and Election Committee. The NAMI-NYS President may be elected by majority vote of the Board to serve as a Committee Chair or Co-Chair except as otherwise restricted by By-Laws and these Policies and procedures.

4.1.2.2 Vice-Presidents

In the event of the death, absence, incapacity, inability or refusal to act as the President, the First Vice-President shall possess all the powers and perform all of the duties of the President. If the President and the First Vice President are both unable to perform their duties, then the Second Vice President shall possess all the powers and perform all of the duties of the President. The Vice Presidents shall also perform such duties as assigned by the Board of Directors or President.

4.1.2.3 Secretary

The Secretary shall attend all meetings of the Board of Directors and shall record all votes taken and the minutes of all proceedings to be placed in a file. The Secretary shall perform such other duties as are incidental to the office of Secretary and as may be assigned to the Secretary by the Board of Directors or President of the Corporation.

4.1.2.4 Treasurer

The Treasurer should have knowledge of the organization and personal commitment to its goals and objectives. The Treasurer should have an understanding of financial accounting for nonprofit organizations. The treasurer serves as financial officer of the organization and as chair of the finance committee. The Treasurer manages, with the Finance Committee, the Board's review of and action related to the Board's financial responsibilities.

The Treasurer shall work with the Executive Director and Finance and Business Office Manager to render to the President and Board, whenever required, a written detailed account of transactions as Treasurer and of the financial condition of the corporation, including a statement of all its assets, liabilities, and financial transactions. The Treasurer assists the Executive Director and the Finance and Business Office Manager in preparing the annual budget and presenting the budget to the Board for approval. The Treasurer shall further perform such other duties as the President or Board direct and such other duties as usually pertain to the office of Treasurer. The Treasurer may, with the consent of the Board, assign such duties to the staff of the corporation.

The Treasurer shall be relieved of all of the responsibility for any securities or monies or the

disbursement thereof committed by the Board to the custody of any other person or corporation, or the supervision of which is delegated by the Board to any other officer, agent or employee, and the Treasurer shall not be responsible for any action of any officer, agent or employee of the corporation.

4.2 Directors/Members of the Board

4.2.1 Terms of Office

The Board of Directors shall consist of no more than 16 elected members, one of whom shall be nominated and elected as a Consumer Member. Although the maximum allowable number of Directors is 16, Board membership may at times be diminished by vacancies due to resignation, removal, or otherwise.

At each Annual Meeting of the membership, five directors and every three years, one consumer-director shall be elected to serve on the Board for terms of three years each or until a successor has been duly appointed or elected. Any director elected by the Board to fill a vacancy shall serve until the scheduled end of term of the director being replaced.

4.2.2 Role

As provided in the various Articles of the Bylaws, the Board is responsible to:

- Set the dues
- Hold at least one Annual meeting each year, unless otherwise directed
- Employ an Executive Director
- Execute the Corporate purpose

All Board members are responsible to:

- Become familiar with and committed to the major responsibilities of a governing board;
- Support NAMI-NYS's fund-raising efforts;
- Devote time to learning and understanding how NAMI-NYS functions;
- Prepare for, regularly attend and actively participate in all board and committee meetings;
- Accept and abide by the board's legal and fiscal obligations;
- Vote according to one's individual convictions, yet support all board actions;
- Maintain the board's confidentiality;
- Engage in policy but not administrative decision making;
- Learn and consistently use designated institutional channels for communication and conduct of board business;
- Comply with Board ethics and conflict of interest policies;
- Refrain from actions or involvements that might embarrass the organization;
- Make judgments always based on the best interest of the organization as a whole; and
- Support NAMI-NYS's fund-raising efforts through personal giving in accordance with one's means (to both annual funds and capital drives) and to be willing to share in the solicitation of others.

All Boards have a responsibility to articulate and make known their needs in terms of member experience, skills, and many other considerations that define a "balanced" board composition. The NAMI-NYS Board is responsible for orienting new Board members to their responsibilities and the organization's history, needs and challenges.

4.2.3 Vacancy

In case of a vacancy on the Board, the President shall promptly give written notice to the chair of the Nominating and Election Committee. As soon as practical, the Committee shall be convened to nominate a successor for the vacancy and give written notice of the nominee to the President. Promptly thereafter, the Board shall be convened to elect a successor director. Elected successor directors shall serve until the scheduled end of the term of office of the Director being replaced.

4.2.4 Removal

Any director may be removed for cause by a vote of the majority of the Board or by action of the members entitled to vote. When the Board of Directors considers that an individual director should be removed, that individual director shall be provided with notice of the intention to remove and shall have the opportunity to respond and object to such removal before the whole Board within 10 days of receipt of notice.

4.3 Committee Chairs

Within 30 days following the annual election of the Board, committee chairs shall be appointed by the Board of Directors, as recommended by the President. The President may also appoint committee vice chairs. Committee chairs provide leadership for their respective committees to fulfill the charge and program objectives of the Board and appoint committee members. Committee Chairs report to the Board at its regularly scheduled meetings and otherwise as necessary or required by the Board regarding matters requiring Board action and committee activities. Committee Chairs work with the NAMI-NYS staff to achieve committee goals and objectives.

4.4 Nominating Officers

Not less than thirty (30) days prior to the Annual Meeting of the membership, the Nominating and Election Committee shall notify all Board members in writing requesting suggested nominations among incumbent Board members, including members who may be reelected to the Board at the Annual Meeting of the membership, for election as Board officers. Proposed nominations shall be in writing and directed to the Chair of the Nominating and Election Committee. The Nominating and Election Committee shall take into consideration NAMI-NYS's priorities, principles and governing documents, including attention to the breadth and diversity of the organization. Not less than fifteen (15) days prior to the Annual meeting of the membership, the Nominating and Election Committee shall nominate one candidate for each office of the Board, provided that the committee may nominate candidates not suggested for nomination by Board members in accordance with this section. The Nominating and Election Committee may also nominate a candidate for office whose name has not been formally submitted.

At the first Board meeting following each Annual Meeting of the membership, the first order of business following installation of new Board members shall be the election of officers. The outgoing President shall preside during nominations for and the election of the succeeding President provided that if the presiding officer is a candidate for election as President, the Board shall, by majority vote of the whole membership, designate another Board member to serve as alternate presiding officer for purposes of the election of the President. Candidates for officers proposed by the Nominating and Election Committee shall each be deemed to be nominated without the necessity of a motion, provided that each officer shall be elected separately. On a motion by any director, duly seconded, other current directors may be nominated separately

for each office. Each officer shall be elected separately following the close of nominations, duly seconded, for the office. The presiding officer shall first call for the election of the office of President. Following the election of President, the newly elected President shall preside and the Board shall separately elect each of the remaining officers.

In the event that more than one candidate is nominated for an office, voting shall take place by secret ballot on forms prepared and provided by NAMI-NYS staff designated by the Executive Director. The presiding officer shall designate two Board members, who shall not be nominees, to count the votes and report the results to the presiding officer. The presiding officer shall confidentially advise the nominees of the outcome of the election and, without disclosing any vote count, announce the election outcome to the Board, provided that a motion made and duly seconded to declare the election of the officer by acclamation shall be in order prior to the announcement of the election outcome. In the event of a tie for any office, the presiding officer shall call for a subsequent ballot. Election to each office shall be by majority vote of all members of the Board, provided that a majority of the members of the Board shall be present at the time of the election of each officer.

5 Committees and Councils

5.1 Goals and Intent of Committee Structure

The Board's committee structure is intended to support NAMI-NYS's mission and long-term goals. The Board may, from time to time, revise the committee structure to reflect organizational needs and priorities as expressed in the current Strategic Plan.

Committees have oversight responsibility to assure that:

1. NAMI-NYS is a dynamic, well-run organization that seeks and engages a diverse and growing membership.
2. NAMI-NYS is financially secure and independent.
3. NAMI-NYS is the dominant force in serious mental illness advocacy.
4. NAMI-NYS is the leader in crafting and implementing state-of-the-art education and information.
5. NAMI-NYS is building and incorporating the largest consumer movement in the country.

Strategies to be identified in the Strategic Plan and reflected in the work of the committees include:

- Create a uniform plan for development.
- Expand and diversify the NAMI-NYS funding stream.
- Develop a broad-based advocacy agenda.
- Recruit and train increased numbers of program presenters and teachers.
- Reduce stigma and increase consumer support programs.

5.2 NAMI-NYS Committees

5.2.1 Executive Committee:

- The Executive Committee shall be comprised of the President, the two Vice-Presidents, the Secretary, the Treasurer and two other elected members of the Board of Directors.
- The President shall act as Chairman and the Secretary as Secretary of the committee.

- In the interim between the meetings of the Board of Directors, the Executive Committee shall have and shall exercise all of the powers of the Board, except for, the powers to fill vacancies in the Board of Directors and to remove officers elected or appointed by the Board of Directors.
- Four of the members of the committee shall constitute a quorum and all actions shall require a majority vote of the members present, provided that the Executive Director shall not be counted for purposes of such quorum or majority vote.
- The Executive Committee shall keep minutes of all of its meetings and transactions, and such minutes shall be distributed to the Board following each meeting of the Executive Committee and shall be reported at the next meeting of the Board for purposes of ratification by the Board of the actions taken by the Executive Committee.
- The Executive Committee provides oversight on behalf of the Board; acts as intermediary in reviewing and making recommendations for Board action and consideration in order to better focus Board discussion and action; and may act on behalf of the Board in accordance with this section when the full Board is unable to meet and take action.
- The Executive Committee will investigate Whistleblower complaints. .

5.2.2 Committees of the Whole:

Meetings of the committee of the whole occur at regularly scheduled quarterly Board meetings, and at such times as the Board or President deem necessary. Meetings of the Board in “committee of the whole” are chaired by the President.

5.2.3 Standing Committees:

As required by New York State law, all members of standing committees must be Board Members. The Chairperson of each Standing Committee shall be elected by the Board of Directors as recommended by the President.

Within 30 days following the election of directors, the Board shall, by resolution adopted by a majority of the directors, designate Standing Committees of the Board. Such committees, to the extent provided in such resolution, shall have and exercise the authority of the Board in the management of the corporation.

Standing Committees shall be aligned with the current NAMI-NYS Strategic Plan and may, from time to time, be restructured to best serve organizational needs.

Standing Committee goals may be set by the Board. Standing Committees develop work plans for each year to support the goals of the Board and NAMI-NYS. Each standing committee meets as needed upon the call of the committee chair, written request by the President, written request by a majority of the members of the committee, or as required by BY-Laws..

5.2.3.1 Finance Committee

- The Finance Committee is chaired by the Treasurer.
- The Finance Committee oversees the overall financial condition of the organization. The committee:

- Reviews budget proposals and recommends the annual budget for approval by the Board;
- Reviews all actions involving monies, securities, and other assets of the organization consistent with Board investment policies;
- Oversees financial planning and tax compliance, including preparation of the annual 990 report filing for Board approval prior to federal submission;
- Ensures that effective internal financial controls are in place and operational;
- Reviews quarterly internal financial statements to be reported to the Board;
- Provides for Board development in order to strengthen financial oversight.

5.2.3.2 Bylaws and Resolutions Committee

- The Bylaw and Resolutions Committee is responsible for NAMI-NYS Board operations and the overall operation of NAMI-NYS in accordance with its Articles of Incorporation, Bylaws, and Policies and Procedures. The committee:
 - Reviews and proposes for Board approval revisions as needed to the Articles of Incorporation, Bylaws, and Policies and Procedures with respect to the organization and operation of NAMI-NYS at all levels. When reviewing proposed revisions to the Bylaws submitted by members, the committee will operate in good faith and will take all steps it deems necessary to clarify the intent and scope of the proposal;
 - Regularly assesses the role and expectations of Board members, including development with staff and compliance with Board policy on conflicts of interest;

5.2.3.3 Personnel Committee

- The purpose of the Personnel Committee is to provide guidance to the Board on Personnel issues. The Personnel Committee shall also provide oversight to the use of volunteers in the committees. The Personnel Committee is composed of at least three members of the Board of Directors.
- The Personnel Committee shall perform the following functions:
 - Develop personnel policies and guidelines in cooperation with the Executive Director of NAMI-NYS.
 - Develop policies and guidelines for the recruitment, training, and retention of volunteers assisting staff and the Executive Director.
 - Review the annual personnel budget;
 - Negotiate with contract personnel as necessary to accomplish the work of the organization;
 - Assist the Executive Committee in the negotiation of the Executive Director contract and compensation, including any revisions for approval by the Board.
 - Develop and implement annually, unless the Board determines otherwise, the evaluation process and instrument to be used with respect to the Executive Director and reporting to the Board for action as may be required.
 - Review, with the Executive Director and the Chair of the Board of Directors, any

complaints of unlawful workplace harassment or discrimination filed by employees or volunteers of NAMI-NYS.

- Perform other duties related to personnel issues for the well-being of the organization as mandated by the Board of Directors.
- The full Board, meeting in executive session, shall be responsible for hiring, termination and evaluation of the Executive Director.

5.2.3.4 Policy and Procedures Committee

- The Policy and Procedure Committee, with the approval of the Board:
 - Ensures that the fundamental organizational processes are performed in a consistent way that meets the organization's needs.
 - Establishes policy and procedures as a control activity needed to manage risk.
 - Demonstrates an appreciation for continuous quality improvement by reviewing the manual annually and assessing the need to revise and build internal communication practices and to advise revisions as needed.
 - Ensures there are well-defined and documented processes (i.e. procedures, training materials) along with records that demonstrate process capability that can demonstrate an effective internal control system compliant with regulations and standards.

5.2.3.5 Nominating and Election Committee

- The Nominating and Election Committee shall have five members. The chair is appointed by the President with Board approval. The committee members are selected by the Chairperson with Board approval.
- The committee:
 - Reviews the existing procedure and revises, if necessary, with Board approval, to guide orderly, fair, open and consistent conduct of the nominations and elections of Board of Directors.
 - Ensures that the nomination and election process aligns with Bylaws.
 - Assesses the composition of the Board and need for diverse representation, as per NAMI definition, and encourages affiliates to submit nominations for persons who may fulfill that need, as much as possible.
 - Presents for election at the Annual Meeting a slate of nominees for Directors which shall be included with the notice of the Annual Meeting. The Nominating and Election Committee shall also propose nominees to fill Officer vacancies or other vacancies of the Board of Directors between Annual Meetings as is needed.
 - Oversees annual NAMI-NYS Board elections and elections disputes
 - Works with the President and staff to provide new Board member orientation and mentoring as well as ongoing Board development activities

5.2.3.6 Strategic Planning Committee

NAMI-NYS's Strategic Plan for 2015-2017 has been developed and approved by the

organization's Board of Directors. It details the organization's goals over a specific period of time to establish measurable objectives and assign responsibility to the involved parties. This is a continuous and systematic process where people make decisions about intended future outcomes, how outcomes are to be accomplished, and how success is measured and evaluated.

5.2.3.7 Dispute and Resolution Committee

The NAMI-NYS Dispute and Resolution Committee is vested with authority as defined in Section 3.4 Dispute & Grievance Resolution Process.

5.2.3.8 Audit Committee

The Audit Committee oversees the performance and reporting of the independent auditors, including review and transmission for approval by the Board of the annual audit report and any other reports from the independent auditors and will perform functions and tasks as described in By-Laws Article VIII Section 3 and elsewhere in these Policies and Procedures.

5.2.4 Other Committees

The Board by resolution adopted by majority vote of the members may designate other committees. Other committees meet as needed upon the call of the committee chair, written request by the President or written request by a majority of the members of the committee. The President shall appoint members of such other committees. The Board, as recommended by the President, shall appoint the chair of each such committee and may appoint a vice chair of each of the other committees.

5.2.4.1 Conference Committee

The Conference Committee:

- Works with designated staff to solicit and review proposals for workshops and presentations at the annual education conference, plans conference programs and activities and ensures that the information needs of NAMI-NYS's consumers, families and diverse constituencies are addressed;
- Solicits and reviews nominations for NAMI-NYS awards and recommends award winners to the full Board, provided that final decisions on award winners shall be made jointly by the Committee Chair, NAMI-NYS President and NAMI-NYS Executive Director.
- Reviews potential sites for annual conference and recommends sites to full Board of Directors.

5.2.4.2 Government Affairs Committee

The Government Affairs Committee is responsible for NAMI-NYS's advocacy and for ensuring adherence to NAMI-NYS's mission from a policy perspective. The committee:

- Researches, considers, and develops issues of public policy;
- Identifies priorities for legislative, administrative agency, legal and other advocacy consistent with NAMI-NYS priorities;
- Identifies priorities for research and for policy publications consistent with NAMI-NYS public policies;
- Maintain NAMI-NYS's Public Policy Platform, including assurance of grassroots consultation in developing public policy positions and consistency with NAMI's policy platform;
- Focuses on issues related to (a) adults living with serious mental illness and their families; (b) children and adolescents living with serious mental illness and their families; (c) veterans and enlisted personnel living with serious mental illness and their families; and (d) the mental health needs of diverse and underserved populations.
- The committee oversees efforts to assure that NAMI-NYS is the preeminent advocate for mental health and mental health care in New York State.

5.2.4.3 Development Committee

The Development Committee:

- Leads Board fundraising efforts;
- Sets expectations for annual Board member giving, including 100% giving by all Board members, a giving goal for each year, and an obligation to identify other donors, corporations, foundations, and other possible sources of funding;
- Oversees development and implementation of NAMI-NYS's development plan and activity;
- Assists in NAMI-NYS fundraising in consultation with NAMI-NYS development staff;
- Provides for Board development in order to strengthen fundraising capacity.

5.2.4.4 NAMI Signature Programs Committee

- NAMI Signature Programs Committee works with all affiliates in NYS to assess and meet the needs of their communities. These needs are addressed through educational programs offered by NAMI.
- These programs are taught by volunteer members of NAMI.
- All programs are coordinated through the Program Coordinator.

5.2.4.5 Criminal Justice Committee

- The Criminal Justice Committee educates and informs persons suffering from mental illness who have come into contact with the criminal justice system and their families.. The Committee is particularly concerned with conditions in jails, prisons and/or forensic psychiatric centers.
- The Committee provides information to NAMI-NYS members on current treatment programs, strategies and proposed legislation while working for improvements in services for consumers involved with the criminal justice system. An advocacy training program curriculum has been developed to assist family members seeking to navigate the criminal justice system while helping loved ones.

- The Committee also networks with other community organizations that support criminal justice and mental health issues. Another goal of the Committee is to assist affiliates in developing resources at the local level to improve the interaction between families/consumers, law enforcement and court personnel.

5.2.4.6 Multi-Cultural Committee

- The Multi-Cultural Committee seeks to engage people of diverse perspectives and experiences in ways that are inclusive, respectful, relevant, and responsive.
- The Committee will reach out to people regardless of age, gender, race, socio-economic status, sexual orientation, disability, language, lived experience, ethnicity, or culture.
- The Committee will promote cultural competence in all activities from the outset and cultivate partnerships representing diverse communities.

5.2.4.7 Research Committee

- The NAMI-NYS Research Committee actively advocates for sound neurobiological research into the causes, preventions, and eventual eradication of mental illness. We support therapeutic, rehabilitative, and research programs and activities which improve the quality of life of persons with mental illness that are in compliance with acceptable standards of professional treatment to protect the safety and well-being of vulnerable persons with psychiatric disabilities.
- We urge and promote research findings to be shared with clinical facilities and physicians so that this knowledge is translated into clinical treatment that will benefit the most possible.
- We work in cooperation with the New York State Psychiatric Institute, the New York State Nathan Kline Institute, Brain and Behavior Research Foundation, and with other organizations, research facilities and scientists that support better treatment and understanding into the causes of complex brain disorders. We work with the media, write, and present legislative testimony, and share information with the public and our membership.
- We recognize and appreciate the fact that “Research Is Our Hope for the Future.”

5.2.4.8 Veteran Affairs

- The Veterans Affairs Committee promotes veterans’ awareness of availability of services within and outside of DVA and educates the community about the unique needs of veterans and their families .
- The Committee will advise NAMI-NYS staff on development of informational materials and programs that address the unique needs of veterans and their families. .
- The committee shall:

- Promote NAMI-NYS resources that will benefit veterans and their families
- Recommend for Board approval the recipient of the Max Gabriel Award

5.2.4.9 Children and Adolescent Committee

- The Committee will advocate for the availability of a comprehensive array of treatment, services and supports that address prevention, early intervention and recovery for children, adolescents and young adults living with mental illnesses and their families.
- The Committee will also advocate for the incorporation of mental health education in New York’s schools.

5.2.4.10 Health and Wellness Promotion

The Committee will promote wellness and recovery by stressing the importance and benefits of physical activity and nutrition on health and well-being..

The Committee will collaborate with staff in the development and implementation of programs and educational materials that will improve nutrition and promote physical activity.

The Committee assists in recruitment of peers and community volunteers in promotion of wellness.

5.2.4.11 Consumer Affairs Committee

The Consumer Affairs Committee advocates for individuals with a mental illness and advances the activities and involvement of the NAMI-NYS’ Consumer membership by:

- Seeking feedback from the Consumer population about what the most pressing issues are for them.
- Informing the Board and Committee Chairs of Consumer issues in order to foster collaborative approaches to resolution.
- Identify unique or overlooked Consumer issues and new ways to address them.

The Committee shall be chaired by an individual who lives with a mental illness. The Committee shall consist of individuals with a mental illness and other Board members who wish to contribute.

6 Operating Procedures

6.1 Board Meetings

6.1.1 Quorum

A majority of the Board of Directors as described in 1.4 shall constitute a quorum at any meeting; and a majority of those present shall have power to act in all matters, except as specifically provided to the contrary elsewhere in the Bylaws, 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.

6.1.2 Regular Meetings

The President calls the meeting or, if unable to, the First Vice-President. If both are unable, the Second Vice-President calls meetings.

The Bylaws require four meetings per year, the annual meeting and three others. Special meetings may be called by the President or by the majority vote of the Board of Directors.

By practice, the Board meets at least four times per year.

The President or the caller of the meeting designates the time and place of such meetings.

The duration and schedule of meetings may change, at the Board's discretion. In recent year's regular meetings usually last one and a half days, convening on Friday evening and adjourning by afternoon on Saturday.

The Annual meeting is held at the site of the Educational Conference. Other meetings are generally held at a hotel near the NAMI-NYS office.

6.1.2.1 Meeting Requirements:

6.1.2.1.1 Annual Meeting

NAMI-NYS's annual meeting occurs at, and is essentially synonymous with, the Education Conference, during which elections are conducted.

The annual meeting of the members of the corporation shall be held in the Fall unless otherwise directed by the Board of Directors, on such dates and at such place as the Board of Directors shall designate. Voting members representing five (5%) per cent of the membership shall constitute a quorum at any meeting of the members. Voting members may be represented by written proxy. All meetings of the Board, its committees, and the corporation shall be governed by Roberts' Rules of Order provided they do not conflict with Certificate of Incorporation, existing NYS law governing nonprofit corporations, or NAMI-NYS by-Laws.

6.1.3 Fiscal Year

Per the bylaws, the fiscal year shall be from January 1 through December 31.

The Board reviews the proposed budget in a special meeting prior to the final meeting of the year, and then actually formally approves the budget at the final meeting.

6.1.3.1 Dues

Dues shall be set as per NAMI policies.

Historically, the Board has set or affirmed annual dues amounts through the budget approval process, which includes a projected income from dues.

6.1.3.2 Election of Officers

At the first Board meeting following the annual meeting of the members and election of Directors, the Board of Directors shall meet and elect, from among the directors, the officers. Such officers shall hold office until the next annual meeting or until their successors shall have been duly appointed.

(see Section 4.4 Nominating Officers)

6.1.3.3 Annual Calendar

An annual calendar of upcoming Board meetings for year is provided to all board members.

6.1.3.4 Special Meetings

Special meetings may be called by the President or by the majority of the Board of Directors.

6.1.3.5 Meeting Attendance and Participation Expectations

The failure by an individual Director to attend two consecutive meetings of the Board of Directors without excuse may serve as a basis for removal of that individual from the Board, subject to a majority vote. When the Board of Directors considers that an individual director should be removed, that individual shall be provided with notice of the intention to remove and shall have the opportunity to respond and object to such removal before the full Board within 10 days of receipt of notice.

Board members who cannot attend a Board meeting must notify the President as soon as their inability to attend is known.

6.1.3.6 Agenda

Before each board meeting, the president shall prepare, or shall have prepared, a proposed agenda which will be forwarded to the full Board one week prior to the meeting. Any board member may submit agenda modifications to the president.

The agenda is prepared in itemized form so that Board members may know what action items will be before them at the upcoming meeting. Committee chairs are asked to develop their committee agendas in advance of the full agenda's preparation.. **6.1.3.7 Consent Agenda**

A consent agenda is a practice by which the mundane and non-controversial board action items are organized apart from the rest of the agenda and approved as a group. This includes all of the business items that require formal board approval and yet, because they are not controversial, there is no need for board discussion before taking a vote.

To facilitate Board operations, a consent agenda may be presented by the President at the beginning of each Board meeting. Items may be removed from the consent agenda on the request of any Board member – if even one member asks for an item to be removed, it is to be removed from the consent agenda. Items not removed will be adopted without debate. Items removed from the consent agenda may be taken up either immediately after the consent agenda, or placed later on the agenda, at the discretion of the Board.

In approving Committee reports via the consent agenda, including those from Executive Committee, the Board considers approval to constitute only an approval of the report of the meeting – not an affirmation of any specific actions taken in those meetings. Any specific actions that require full Board approval must be separately itemized for explicit review and action.

6.1.3.8 Preparatory Materials (“BOD binder”)

Staff develop preparatory materials for Board meetings. These reports and reference documents are sent to Board members one week in advance of each Board meeting and are intended to have been read in full prior to each meeting. The Board packet will be sent to the directors via email unless a mailed hardcopy is specifically requested.

Preparatory materials may include Committee minutes, task force or other work group reports, financial statements, staff reports, and other background resources that are believed useful to conducting Board business.

6.1.3.9 Committee Reports

Committee chairs shall cause committee minutes and reports to be submitted to the Secretary in writing no later than two weeks prior to the next board meeting. Committee reports will clearly differentiate items proposed for Board action from items presented for purposes of “information only”.

6.1.3.10 Board Action

Proposals reported by committee for Board action shall be presented by committee chairs. Such proposals shall be deemed to be motions duly made and seconded, provided that such motions may be amended. Original actions may be proposed by motion of Board members without prior committee action, provided that the President may, without vote, refer such motions to an appropriate committee unless two-thirds of the current membership shall vote to waive such referral.

6.1.3.10.1 Impact Assessment

Proposals for new or expanded projects shall be accompanied by an estimate, provided at the direction of the Executive Director, of any requirement for staff time, expenses or other material resources and identifying whether or not undertaking the proposed project is feasible within the context of priorities established by the Board in accordance with the current Strategic Plan. The Board may, by vote of two-thirds, approve a proposed new or expanded project that is not in accordance with the current Strategic Plan and determine that a current project be postponed or reduced in scope.

The Executive Director shall advise the President with respect to motions for Board action that may have significant fiscal impact on NAMI-NYS's finances. Such motions shall be referred by the President, without debate, to the Finance Committee for development of a fiscal impact statement before the motion may be proposed again for board action.

6.1.3.10.2 Public Policy Actions

No action shall be taken on proposed public policy issues until the Board has had the opportunity to fully discuss the issue.

6.1.3.11 Minutes

The formal minutes of NAMI-NYS Board of Directors' meetings will record all motions, passed or failed, that are voted on by the board. Minutes may reference full committee reports for additional information or background. Such reports are maintained on file at the NAMI-NYS office but do not become part of the formal minutes.

Minutes are not final until they are approved at the subsequent Board meeting. All approved minutes and copies of approved minutes shall have the date and signature of the Secretary and President.

6.1.3.12 Executive Sessions

The board may go into Executive Session by majority vote, or on the call of the president, for special circumstances as described in Roberts' Rules of Order.

While there is nothing in the Bylaws requiring open Board meetings, the NAMI-NYS Board has always done so. There are two times, however, when the meeting should always be closed: when an issue is being discussed related to personnel, or if the issue is anything that could potentially harm the organization. In a closed meeting, only motions and their votes are recorded. The President has the liberty to call the meeting into Executive Session, or to close the meeting, at any time.

The same rules apply for calling an open or closed meeting. Any Board member may request a closed meeting. The contents of a closed meeting are always confidential. There is no need for a formal agenda; however, the caller of the meeting should always tell the members what the subject matter will be.

6.1.4 Board Updates and Information

Periodic board updates are provided to all Board members with information and pertinent documents for Board members from staff, as well as from other Board members.

6.1.5 Travel Policy

NAMI-NYS travel guidelines follow those described in NYS Travel Manual. Travel arrangements should be made by NAMI-NYS staff unless otherwise authorized by the President, Treasurer, or Finance Committee. The Executive Director, or his/her designee, must be informed of all Board travel plans.

6.1.6 Expense Reimbursement

6.1.6.1 Policies

NAMI-NYS pays for all reasonable expenses incurred by Board members while doing business for NAMI-NYS. This includes attending Board meetings, the Conference, and anything else done at the request of the President. Reasonable expenses include hotel at the contract rate, transportation at the most reasonable fare available, meals at defined rate at OMH website, and taxi or Metro fees. NAMI-NYS does NOT pay the expenses of a spouse or children, liquor, excess charges above the contract rate for hotels and transportation, in-room movies or entertainment. Car rental is reimbursable when it is less costly than mileage reimbursement.

The President may request a Board member to attend some function as an official representative of NAMI-NYS and, in those cases, NAMI-NYS will cover the expenses as outlined above.

To ensure accurate record keeping and budget management, expense reimbursement requests must be submitted within 60 days of the board meeting for which they were incurred.

6.1.6.2 Option to donate expenses

Board members may, at their discretion, choose to submit their receipts as documentation of a donation to NAMI-NYS instead of seeking reimbursement. Such donations will be recognized as the generous gifts that they are and are tax deductible

6.1.7 Working with Staff

6.1.7.1 Executive Director

An Executive Director may be employed by the Board of Directors and shall have general direction of and supervision over the day-to-day affairs of the corporation. The Executive Director shall exercise such authority and perform such duties as the Board of Directors may from time to time assign.

The liaison staff person to the Board is the Executive Director, or his or her designee. Although direct communication with staff is common and important, it is essential that all board members recognize that only the Executive Director reports directly to the board and that all other employees of NAMI report to the Executive Director.

To support transparency, the Finance and Business Office Manager, while reporting to the Executive Director, works closely and regularly, with the Treasurer and Finance Committee and Audit Committee.

The Executive Director is hired by the Board and reports directly to the Board. By contract, the Executive Director is given the responsibility for the day-to-day management of the organization and for the hiring, supervision and firing of staff. The Executive Director develops recommendations and speaks for the organization as directed by the Board. The Executive Director maintains close contact with the President and with the other Board members. There is no difference between an officer (Executive Board) and any other Board member.

The employment contract between the Executive Director and the Board sets out areas in which the Executive Director must report to the President. In setting the compensation for the Executive Director, the Board, through the Personnel Committee, will employ non-profit industry best practices and existing compensation surveys in determining appropriate compensation for the NAMI-NYS Executive Director. The Personnel Committee will document its process for the full Board's review. The Executive Director is accountable and responsible to all Board members. It is important for the Executive Director to develop a strong working relationship with each Board member.

The goal of the NAMI-NYS compensation program is to attract potential employees, meet the needs of all current employees and encourage well-performing employees to stay with our organization.

It is the desire of NAMI-NYS to pay salaries that are competitive with other employers in the marketplace in a way that will be motivational, fair and equitable. Compensation may vary, depending upon the performance of the individual.

6.1.7.2 Committee Liaisons

At the request of a committee chair, staff may be assigned to work with Committees. Committee chairs and other Board members should not direct staff work, but should work collaboratively with staff to accomplish committee needs and objectives.

6.1.8 Election of Board Members

6.1.8.1 Nominations

The President or Chairperson of the Nominations and Election Committee shall annually issue a call for nominations of candidates for election as directors at the Annual Meeting of the membership. Nomination for election as a director, including nomination separately for election of any director necessary to complete the balance of a term to which a director has been appointed by the Board in accordance with Section 4.2.3 of these Policies and Procedures, shall be made by members in good standing. Each person nominated for director shall be a member in good standing. For purposes of this section, "member in good standing" means being current in the payment of dues to a Local Affiliate and to NAMI-NYS and NAMI. Each nomination shall be written, accompanied by a brief resume up to 500 words and the written consent of the nominee that he/she is willing to be nominated to be a candidate for election and serve, if elected. Upon receipt of each nomination, staff designated by the Executive Director for such purpose shall promptly record the date of receipt, determine that both the person nominated and the nominator

are members in good standing, and notify the nominee and nominator of such determination or ineligibility for election.. Nominees shall also submit a signed Conflict-of-Interest form (see Section 2.6 and 2.7). In order for a nominee to become eligible for election, such all documents must be received by staff, designated by the Executive Director for such purpose, not later than 60 days prior to commencement of the Annual Meeting of the membership. All nominating and related documents received will be forwarded to the Chairperson of the Nominating and Election Committee

6.1.8.2 Qualifications

No person shall be eligible to serve as a director for more than two consecutive terms on the Board and may not serve again on the Board until one year following the completion of a second consecutive term. A director shall be considered to have served a term on the Board upon completing at least one year of such service. Each director shall be a member in good standing of a Local Affiliate and of NAMI-NYS and NAMI at the time of his or her election and at all times during his or her term of office. No employee of NAMI-NYS shall serve on the Board during the tenure of his or her employment and for a period of one year following the end of such employment. Any director who becomes employed by NAMI-NYS, during his or her term on the Board shall cease to be a Board member immediately upon such employment.

6.1.8.3 Voting procedures

The annual meeting of the members of the corporation shall be held in the fall unless otherwise directed by the Board of Directors, on such dates and at such place as the Board of Directors shall designate. Voting members representing five (5%) per cent of the membership shall constitute a quorum at any meeting of the members. Voting members may be represented by written proxy. Proxy forms and instructions will be provided to all members as part of the election mailing. A proxy may be a leader in a member's NAMI-NYS Affiliate, another member from the member's Affiliate, or any other NAMI-NYS member to whom a member wishes to entrust his/her vote. Members seeking to vote by proxy must give the signed proxy form to the member who will cast the proxy vote. In order to vote by proxy at the annual meeting, the individual casting the ballot must have the proxy form, signed by the member, with them, along with appropriate identification,

6.1.8.3.1 Receipt of Nominations

It is the Board's policy to require that nominations be received at the NAMI-NYS office by the date specified as 60 days prior to commencement of the annual meeting.

6.1.8.3.2 Confirmation

Upon receipt of a nomination, staff will record the date of receipt and confirm that the nominee is a member and that the nominator is in good standing, completing this task prior to close of the 60-days-prior-to-annual-meeting deadline. Confirmation is sent to both the nominee and nominator. Nominees are asked to provide written certification of their willingness to be nominated and to serve if elected.

6.1.8.3.3 Communication with Candidates

The Nominating and Election chair and assigned staff maintain regular communication with nominees, helping to introduce them to the work of the state organization and its Board.

Systems to ensure that all candidates receive the same information in the same time and manner are instituted for fairness, including a “candidates’ information call” immediately upon close of nominations, and creation of an e-mail group to communicate regularly with all candidates. Questions asked by one candidate will be answered to all candidates.

6.1.8.3.4 Voting Packets

Voting packets are mailed to every member in good standing in accord with the bylaws requirement for notice to members. Information about candidates is posted on the NAMI-NYS Web site. Packets are mailed no less than 30 days prior to the annual meeting. Voting packets will contain a ballot, information about each candidate, proxy documents, and voting instructions.

6.1.8.3.5 Voting

Voting may be conducted by absentee ballot, or onsite. Absentee ballots will be submitted in an envelope designated for that purpose as per the voting instructions in the voting packet. The envelopes with ballot enclosed will be received and secured by staff or others designated for that purpose. It will be confirmed that the voter is a member in good standing. Ballots may be counted as per the directions of Nominating and Elections Committee prior to the conclusion of on-site voting.

6.1.8.3.6 Election Day

Voting during the election at the Annual Meeting of the membership shall take place during a period of 6 -8 hours, determined and announced in advance by the Nominating and Election Chair, at a location on site designated by the Nominating and Election Chair. Voting shall be supervised by the Nominating and Election Chair and staff designated for such purpose by the Executive Director, provided that directors who are not candidates may assist during voting.

On-site votes shall be counted immediately at a secure location after the voting ends. Candidates may designate, by signed document provided to staff designated for such purpose by the Executive Director, a person to serve as an observer during the vote count.

Subject to the provisions of Section 6.1.8.3 of these Policies and Procedures, the candidates receiving the most votes shall be declared to be elected. Immediately following completion of the vote count, the Nominating and Election Chair shall notify only the outgoing President, staff designated for such purpose by the Executive Director and candidates of the election outcome, provided that actual individual vote counts shall not be disclosed. Any matter of dispute related to the election shall be referred to the Nominating and Election Committee Chair whose decision shall be final and binding. Voting records shall be secured, kept confidential and maintained by the Executive Director or designee for a period of not less than three years following the election.

6.1.8.3.7 Announcing results

Election results are announced after the close of voting. In keeping with long-standing practices, individual vote tallies of the candidates will not be disclosed.

6.1.9 Review of IRS form 990

The full Board must review and approve NAMI-NYS's IRS Form 990 prior to its submission.

7 Whistle Blower Policy

It is the policy of NAMI-NYS that officers, Board members, employees, volunteers who provide substantial services, or other public stakeholders have an open opportunity to bring to the attention of NAMI-NYS governance, allegations of wrongdoing or malfeasance on the part of NAMI-NYS staff, Board members, its officers, employees, volunteers, and independent contractors. This includes but is not limited to violations of law, gross waste of NAMI-NYS funds or property, or abuse or neglect of fiduciary duty. Not by way of elimination but by way of explanation, these allegations will usually fall into the following categories:

- Commission of criminal offences
- Instances of regulatory non-compliance
- Issues of probity and propriety, e.g. fraud, theft, theft of services, bribery, corruption and embezzlement

Retaliation towards those who report such allegations will not be tolerated. Those who retaliate, interfere with investigations, or destroy or conceal evidence will be subject to immediate disciplinary actions to the full extent of the law.

Employees who willfully file complaints based upon information known by the employee making the allegations to be false or misrepresented, will be subject to disciplinary action or other remedies of law.

7.1 Procedures for Whistle Blower Complaints and Complaints of Retaliation

The Chair of the Personnel Committee or designated Board Member shall receive allegations pursuant to the provisions of this policy. Reports of alleged wrongdoing, should be submitted in writing, and include a verifiable name, address, and telephone number of the reporter to the Executive Director who shall report the allegations to the Board of Directors. Reports or allegations submitted anonymously may or may not be investigated. The Chair of the Personnel Committee will conduct an investigation of the complaint. Referrals shall be made to the appropriate law enforcement agencies when there is reason to believe that a crime may have been committed.

Any and all information shall be kept confidential to the extent practicable.

Investigations will be conducted promptly and a written report with investigative findings and conclusions shall be sent to the NAMI-NYS Board of Directors within ninety (90) days of the date on which the allegations were received.

An employee or applicant who believes that retaliation prohibited by this policy has occurred must, within sixty (60) days after the alleged prohibited action has taken place, file a complaint with the Chair of the Personnel Committee.

Each report of retaliation will follow the same investigative policy rule as outlined above. A prompt investigation will be conducted and a written report will be sent to the NAMI-NYS Board of Directors within ninety (90) days of the date on which the allegations were received. The Board of Directors will take appropriate action on the report's recommendations.

In the event that the matter falls within the jurisdiction of the NAMI-NYS's Equal Employment Opportunity grievance procedure, and is not the result of the reporting of wrongdoing, the matter will be referred to the Finance and Business Office Manager for appropriate action.

This policy is not to be substituted or used in place of other NAMI-NYS personnel policies for personnel matters other than those described above.

This policy shall be distributed to all Board members, officers, employees, and volunteers who provide substantial services to NAMI-NYS.

8 Development and Fundraising

8.1 Development Fundraising Directive

The NAMI-NYS Board of Directors adopts the Standards for Charitable Solicitations ("Standards") set forth by the Better Business Bureaus as a fundraising code of ethics to govern such activities by NAMI-NYS.

The Standards assume that full and accurate disclosure of all information which a potential donor needs, or reasonably wants to know, will benefit both NAMI-NYS and the general public. They are not intended to restrict fundraising efforts, but rather to enhance the effectiveness of NAMI-NYS's public solicitations.

8.2 Planned Giving Program: Enabling Policy

It is the policy of the Board of Directors of NAMI-NYS, through the operation of the Planned Giving Program, to offer donors the opportunity to make gifts other than cash. A major portion of the funds acquired by the Planned Giving Program will be directed to the Endowment Fund. The Planned Giving Program may also supplement, enhance and support other development activities of NAMI-NYS.

8.2.1 Gift Acceptance Policy

8.2.1.1 Purpose

This policy provides guidelines for staff who deal with gifts, to outside advisors who assist in the gift planning process, and to prospective donors who want to make gifts to NAMI-NYS. It is intended only as a guide and allows for some flexibility on a case-by-case basis.

8.2.1.2 Checks

Checks shall be made payable to NAMI-NYS. In no event shall a check be made payable to an individual who represents NAMI-NYS.

8.2.1.3 Publicly Traded Securities

Readily marketable securities, such as those traded on a stock exchange, can be accepted by NAMI-NYS.

For NAMI-NYS gift crediting purposes, and in accord with IRS policy, the value of the gift is the median of the high and low prices on the date of the gift.

Unless there are compelling reasons to the contrary, gifted securities will be sold immediately upon receipt.

8.2.1.4 Closely Held Securities

Before closely held securities are accepted, NAMI-NYS shall explore methods of liquidating them through redemption or sale. A representative of NAMI-NYS shall contact the closely held corporation to estimate their fair market value, and/or whether there are any restrictions to transfer.

Non-publicly traded securities may be accepted after consultation with NAMI-NYS's Finance Staff, its attorneys and the Finance Committee.

8.2.1.5 Real Estate

Before gifts of real estate can be accepted, they must be reviewed by NAMI-NYS staff and such experts as they may deem appropriate, to determine whether the donation is appropriate for NAMI-NYS.

A member of the staff must conduct a visual inspection of the property. If the property is located in a geographically isolated area, a local real estate broker can substitute for a member of the staff in conducting the visual inspection.

The donor is responsible for obtaining a qualified appraisal and an environmental audit of the property, the cost to be borne by the donor.

Because gifts of real estate are expensive to process, NAMI-NYS prefers gifts whose value and marketability make them acceptable.

The donor must provide the following documents:

- Real estate deed
- Real estate tax bill
- Plot plan
- Substantiation of zoning status
- Or other documents as required.

The donor may be asked to pay for all or a portion of the following costs while the property is being held for sale by NAMI-NYS:

- Maintenance costs
- Real estate taxes
- Insurance

- Real estate broker's commission and other costs of sale
- Appraisal costs

8.2.1.6 Life Insurance

NAMI-NYS will accept life insurance policies as gifts only when NAMI-NYS is named as the owner and beneficiary of 100% of the policy.

8.2.1.7 Gifts of Tangible Personal Property

Gifts of jewelry, artwork, collections, equipment, and software shall be accepted after approval by NAMI-NYS's Executive Director.

NAMI-NYS may require that a qualified outside appraiser value the gift before it is accepted.

NAMI-NYS shall follow all IRS requirements related to disposing of gifts of tangible personal property and filing appropriate forms.

8.2.1.8 Charitable Gift Annuities

Administrative fees shall be paid from the income earned on a charitable gift annuity.

There shall be no more than 2 beneficiaries on a charitable gift annuity.

The minimum gift accepted to establish a charitable gift annuity is \$50,000.

No income beneficiary for a charitable gift annuity shall be younger than 65 years of age.

NAMI-NYS will not exceed the American Council on Gift Annuities suggested rates.

8.2.1.9 Deferred Payment Gift Annuities

Administrative fees shall be paid from the income earned on the deferred gift annuity.

There shall be no more than 2 beneficiaries on a deferred gift annuity.

The minimum gift accepted to establish a deferred gift annuity for a beneficiary 65 years of age is \$50,000 or \$25,000 for a beneficiary 85 and older.

No income beneficiary for a deferred gift annuity shall be younger than 65 years of age.

NAMI-NYS will not exceed the American Council on Gift Annuities suggested rates.

8.2.1.10 Bequests

Assets, transferred through bequests, that have immediate value to NAMI-NYS or that can be liquidated shall be encouraged by the development staff. Gifts that appear to require more cost than benefit shall be discouraged or declined.

8.2.1.11 Administrative Issues

NAMI-NYS shall not act as an executor (personal representative) for a donor's estate.

NAMI-NYS shall not act as trustee or co-trustee of a charitable remainder trust.

NAMI-NYS shall not pay for the drafting of legal documents for trusts or wills.

NAMI-NYS shall not pay any finder's fee or other fees for directing gifts to the organization.

8.2.2 Endowment Fund Policy

A permanent endowment fund is appealing to donors who are considering major outright or planned gifts because it provides a recognized vehicle for the investment of assets to help NAMI-NYS carry out its mission both now, and in the future.

8.2.2.1 Definition

The term "endowment" includes all gifts and bequests which are to be used to support the programs of NAMI-NYS in perpetuity.

For the sake of this document the term refers only to "true endowments".

8.2.2.2 Capital Structure

A segregated account will be established for gifts that have been earmarked for endowment.

8.2.2.3 Marketing & Donor Relations

To establish a named endowment fund, a minimum of \$50,000 is required. However, gifts of any amount can be made for inclusion in the general endowment fund.

Upon request, donors will receive an annual report detailing the investment performance and use of the fund.

8.3 Investment/Reserve/Charitable Gift Annuity/Endowment Funds Investment Policy

8.3.1 Purpose

The purpose of this investment Policy Statement is to establish a clear understanding between the Finance Committee, NAMI-NYS staff, and investment consultants about the investment philosophy, objectives and policies applicable to the NAMI-NYS investment portfolio.

This investment policy statement:

1. Establishes reasonable expectations, objectives and guidelines for the investment of assets;
2. Sets forth an investment structure listing permitted funds and associated investment assumptions for each fund;
3. Describes the allowable asset classes and expected allocation among asset classes;
4. Encourages effective communication between Staff, Consultants, and the Finance Committee; and

5. Creates the framework for a diversified asset mix that can be expected to generate acceptable returns at a suitable level of risk and meet all legal requirements.

8.3.2 Overview:

The NAMI-NYS Finance Committee authorizes the establishment of four investment funds:

8.3.2.1 Investment Fund

The Investment Fund is expected to maximize the return on funds that are not immediately needed for operations but are not set in reserve. The investment time frame for the Investment Fund is one year or less. A periodic review of the operating accounts will be made by the accounting staff. When demand deposit operating balances exceed three months operating expenses of the annual budget, the funds exceeding that ceiling, excluding government grant funds, will be transferred and invested in the Investment Fund. Any transfer of funds from the demand deposit operating accounts, to or from the Investment Fund, requires notification of the Treasurer and Finance Committee.

8.3.2.2 Reserve Fund

The Reserve Fund is used for investments held in reserve that are designated and restricted by the NAMI-NYS Board of Directors. This Reserve Fund should be equal to or greater than 25% of the current fiscal year total unrestricted operating expenses. If the reserve fund equals less than 25% of unrestricted operating expenses, contributions of 50% of the annual gross unrestricted cash receipts should be allocated to the Reserve Fund to meet the shortfall.

8.3.2.3 Charitable Gift Annuity Fund

The Charitable Gift Annuity Fund will hold all funds from charitable gift annuity contracts. The Investment goal of this fund will be to earn a return greater than the payout requirement of the annuity contracts in order to preserve the donor's initial contribution. Each annuity will be restated annually to reflect principal and earnings balances. Shortfalls of an annuity will be allocated across the entire fund. Only when an annuity is retired can the remaining principal and earnings be transferred to the operating accounts.

8.3.2.4 Endowment Fund

The Endowment Fund will provide a sound financial base from which additional funds may be drawn in perpetuity and will meet the requirements of all contributions made as an endowment. Use of earnings from the Endowment Fund will be re-invested or withdrawn for operating expenses at the discretion of the Board. Action will require majority vote of the Board for approval. Withdrawals from the principal will require two-thirds vote of the Board for approval. Withdrawals from this fund must meet any current legal withdrawal requirements.

8.3.3 Authority

The Finance Committee of NAMI-NYS will act as a fiduciary with regard to investing the assets of NAMINYS. The Finance Committee will retain a certified investment consultant, a "prudent expert," to assist with the management and the day-to-day review of the invested assets.

8.4 Investment Consultants

To be done by the Board of Directors based on the recommendations of the Finance Committee.

8.5 Overall Investment Target

The overall investment objectives for the aggregate investments under this Investment Policy Statement shall be to achieve an average annual rate of return that equals the Consumer Price Index plus 4 percent.

8.6 Guidelines for Corporate Relationships

8.6.1 Introduction

NAMI-NYS enters into relationships with corporations, other businesses and professional associations to provide meaningful mission-related benefits to its members, mental health professionals and the general public. Benefits include health education, information, disease awareness, advocacy and resources.

NAMI-NYS seeks and secures such direct and in-kind financial support in order to fund programs and services. Some of these funders are pharmaceutical, managed behavioral healthcare, other health related businesses or associations that make products or offer services used by people with mental illness or the professionals who serve them. NAMI-NYS believes it is not only ethically sound but also equitable to engage such support of NAMI-NYS's programs designed to benefit people with mental illness, so long as such relationships do not compromise or otherwise inappropriately influence the policies and operations of NAMI-NYS.

NAMI-NYS is committed to avoiding conflicts of interest or the appearance of conflicts of interest in all of its relationships, including those with any corporate, other business or professional association funders. Therefore, NAMI-NYS's Board of Directors has determined that accepting such support, as well as NAMI-NYS's relationship to these donors, shall be guided by the principles provided under Sections 8.6.2 through 8.6.5 of these Policies and Procedures.

8.6.2 Definition of Acceptable Business Support Relationships

The following terms help to define the nature of corporate, other business, or professional association relationships and acceptable forms of such relationships:

8.6.3 Sponsorships

A "sponsorship" is a corporate, other business or professional association funder that provides unrestricted educational grants of financial or in-kind support for a specific NAMI-NYS activity or program that could include peer support, education, research, awareness, and fundraising. Typically, a sponsorship provides for recognition of the entity providing the support.

8.6.3.1 Strategic Alliance

A “strategic alliance” is an agreed-upon relationship between NAMI-NYS and a corporate, other business or professional association sponsor to carry out NAMI-NYS’s defined goals. Under no circumstance may the funder implicitly or explicitly use such an alliance as an endorsement of their products or services. (An example would be where NAMI-NYS provides a health education message or service that is delivered or supported by a company or association where the purpose is to improve health information, awareness and outcomes related to mental illness.)

8.6.3.2 Cause Marketing

“Cause marketing” is where a corporate, other business or professional association sponsor supports NAMI-NYS or a particular cause formally supported by NAMI-NYS by providing unrestricted financial donations, in-kind assistance or other resources. The sponsor may gain public recognition for such public support of NAMI-NYS, but may not tie this support to any commercial return or other financial benefit to the sponsor.

8.6.4 Excluded Activity

NAMI-NYS **shall not** engage in the following types of relationships with corporate, other business or professional association funders:

8.6.4.1 Endorsement

NAMI-NYS will not endorse, license, certify, or in any way imply support for any sponsor’s product, service or program, including recognizing or certifying the quality or standards of any particular product, service, or program.

8.6.4.2 Product Association

NAMI-NYS’s name and logo may not be associated with specific branded products. References to NAMI-NYS’s website, phone number or address for the purposes of referral to NAMI-NYS may be permitted with NAMI-NYS’s written approval.

8.6.5 Guiding Principles for Corporate Relationships

1. NAMI-NYS shall at all times maintain an independent position on issues affecting the welfare of people with mental illness. The potential effect of such positions on the commercial interests of any sponsor shall not be a relevant factor in the NAMI-NYS’s decision-making process.
2. NAMI-NYS will solicit and accept support only for projects and activities that are consistent with its mission.
3. NAMI-NYS will accept funds for projects relating to the communication of information only when it has final editorial approval over content and distribution.
4. NAMI-NYS will neither endorse nor accept conditions that allow the perception that NAMI endorses any products, devices, treatments or service. NAMI-NYS may require a disclaimer explicitly stating this policy be included in any publication;

5. NAMI-NYS will accept support for projects or programs only with assurances that the privacy of people with mental illness and their families will be protected, including requiring specific, prior written permission in order to waive such privacy.
6. NAMI-NYS will accept support for professional meetings and symposia only when the program content and selection of speakers are approved by NAMI-NYS or an independent body designated for that purpose by NAMI-NYS.
7. NAMI-NYS shall, at all times, maintain complete control and sole discretion over all funds received.
8. NAMI-NYS will ensure that programs for which it accepts funding do not adversely affect NAMI-NYS's nonprofit, tax-exempt status.
9. The use of NAMI-NYS's name and logo in any print, electronic or other form not produced by NAMI-NYS is not permitted without specific, prior written permission from NAMI-NYS.
10. Corporate, other business and professional association sponsors, as well as their agents, vendors and trade associations, are expected to work collaboratively with NAMI-NYS's office on issues directly affecting NAMI-NYS and local affiliates.
11. NAMI-NYS retains sole discretion with regard to how the support it receives in the form of educational grants or in-kind gifts from corporate, other business or professional association sponsors will be applied, invested or expended.

8.6.6 Affirmative Disclosure

NAMI-NYS will, unless otherwise prohibited by law, disclose the sources of financial support it receives from corporations, other businesses and professional associations as listed in the annual filing of IRS Form 990, which will be posted on the NAMI-NYS website.

8.7 Revenue Sharing with Local Affiliate NAMI's

NAMI-NYS is committed to reducing potential friction created by competing local, state, and national fundraising projects. It is NAMI-NYS's policy that agreements governing the sharing of revenue between the state, and local organizations must be negotiated for all joint fundraising efforts. The particulars of these agreements will be developed on a case-by-case basis.

9. Record Retention Guidelines

A. General Corporate Records

Type of Record	Retention Period
Articles of Incorporation and amendments thereto	Permanently. Two sets to be kept; one on-site; one off-site
Bylaws	Permanently. Two sets as stated above
Meeting Minutes	Permanently. Two sets as stated above
Patents, trademark registrations, copyright registrations	Permanently. Two sets as stated above
Property records (including leases, deeds, easements, rights of way, appraisals, costs, depreciation reserves, blueprints, plans, end-of-year trial balances, tax records)	Permanently. Two sets as stated above
Membership ballots	3 years following the applicable vote
Membership applications	Membership term, plus 1 year
Correspondence relating to member discipline matters	Membership term, plus 5 years
Contracts	3 years

B. Accounting, Finance and Tax Records

Type of Record	Retention Period
Income tax returns and filings	Permanently
Audit reports of accountants	Permanently
Cash books	Permanently

Charts of accounts	Permanently
Federal and state tax bills and statements	3 years
Schedules, ledgers and other supporting documentation for financial statements and tax forms	7 years
Bank reconciliations	3 years
Checking records, including account statements, check register	3 years
Social security tax records	7 years
Accounts Receivable and payable	7 years
End-of-year financial statements	Permanently
Budget data	3 years
Banking records, including deposit and withdrawal records, bank statements	7 years
Expense accounts, approvals, petty cash records	3 years
Invoices to members, customers and vendors	7 years

C. Personnel Records and Payroll Documents

Type of Record	Retention Period
Resumes/applications and related employment materials, including background checks, letters of reference and related documents: For applicants interviewed but not hired For employees	2 years Employment term, plus 4 years
I-9 Forms Active employees Terminated employees	Employment term Employment term, plus the later of 3 years from date of hire or 1 year

	following termination of employment.
Compensation, job history and timekeeping records	Employment term, plus 4 years
FMLA/USERRA and related leave records	Employment term, plus 4 years
Performance appraisal/disciplinary action records	Employment term, plus 4 years
Benefit records	Employment term, plus 6 years
Records related to disputed issues involving external agencies or parties, wage charge or suit hour investigation by DOL, EEOC charge, arbitrations, court actions, etc	Employment term, plus 4 years
Records of accommodation to any disabled employee requesting such accommodation	Employment term, plus 4 years
Records of any sexual harassment complaints and the investigations and actions taken in response	Employment term, plus 4 years
OSHA & employee safety records	Employment term, plus 5 years
Workers Compensation claims	30 years after date of injury/illness

D. Insurance

Type of Record	Retention Period
Insurance records	Permanently
Accident reports	7 years
Appraisals	7 years
Worker compensation claims	7 years
Unemployment insurance	7 years

