The purpose of the NAMI-New York State shall be to serve as an alliance of local mutual support, advocacy, self-help groups and individual members-at-large dedicated to improving the quality of life for people with serious mental illness and to the eventual eradication of the severe effects of mental illnesses.

Present:

<table>
<thead>
<tr>
<th>Name</th>
<th>Status</th>
<th>Name</th>
<th>Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ann Canastra</td>
<td>X</td>
<td>Stamatia Pappas</td>
<td>X</td>
</tr>
<tr>
<td>Ariel Coffman</td>
<td>X</td>
<td>Lynda Regan</td>
<td>X</td>
</tr>
<tr>
<td>Sue Gagne</td>
<td>Excused</td>
<td>Rina Riba</td>
<td>Excused</td>
</tr>
<tr>
<td>Ceceile Green</td>
<td>X</td>
<td>Ellen Ritz</td>
<td>X</td>
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<tr>
<td>Colleen Johnson</td>
<td>Excused</td>
<td>Dhanu Sannesy</td>
<td>X</td>
</tr>
<tr>
<td>Rob Laitman</td>
<td>X</td>
<td>Irene Turski</td>
<td>Excused</td>
</tr>
<tr>
<td>Jayette Lansbury</td>
<td>X Joined at 9:15</td>
<td>Evelyne Tropper</td>
<td>X</td>
</tr>
<tr>
<td>Mary Jo Muscolino</td>
<td>Excused</td>
<td>Judy Watt</td>
<td>X Joined at 9:19</td>
</tr>
</tbody>
</table>

Other: Wendy Burch, Executive Director, NAMI NYS.

The meeting was called to order by Ariel at 9:04 am via teleconference.

The Board reviewed the previously discussed the proposed By-Laws Changes already reviewed by the Board at the June meeting.

Item 1: Proposed By-laws Changes that Require Board Input

Article V, Section 3 First Degree Relatives

Proposed Language: No first degree relatives may serve on the Board concurrently.


Article V, Section 4 Term Limits

Current Language: A Director elected for a term of office of three years or elected or appointed for a term of office of at least one year shall be eligible to succeed himself or herself one time only. After succeeding himself or herself once, the Director is thereafter prohibited from having two terms in succession. A lapse of one year is required between terms. A term of office is considered completed by serving out the term or by resignation or removal from office at any time prior to the lapse of term.

Proposed Language: A Director elected for a term of office of three years shall be eligible to succeed himself or herself one time only. After succeeding himself or herself once, the Director is thereafter prohibited from having two full terms in succession. A lapse of one year is required between terms. A term of office is considered completed by serving out the term or by resignation or removal from office at any time prior to the lapse of term. A Director elected to complete a one year term or appointed to serve until the next annual meeting may succeed himself or herself not to exceed seven years, six months, at which point a lapse of one year is required between terms.

Article V, Section 7 Vacancies

Current Language: In the event of one or more vacancies on the Board of Directors, the remaining members of the Board shall elect replacements as soon as practical. All candidates for filled vacancies must be members of good standing in NAMI-NYS. The replacements shall serve until the scheduled end of the term of office of the Director being replaced.

Proposed Language: Vacancies on the Board shall be filled by a majority of the remaining members of the Board. The Board shall elect replacements as soon as practical. Any Director appointed by the Board to fill a vacancy shall hold office until the next annual meeting at which the election of Directors is in the regular order of business. Any Director elected at the annual meeting to fill a vacancy shall hold office until the expiration of the original term of such seat. All candidates for filled vacancies must be members in good standing of NAMI-NYS. The replacements shall serve until the scheduled end of the term of office of the Director being replaced. The Board seats will be determined by plurality of votes.

Motion to endorse by Evelyne. Seconded by Ellen. Approved. Voted for: All in favor.

Article VI, Section 3 Special Meetings

Current Language: The president or a majority of the Board of Directors may call a special meeting of the Board. Notice of the date, time and place of the meeting shall be provided in writing to all Board members by the President, Secretary or the Executive Director at least 15 days prior to the meeting.

Proposed Language: Special meetings of the Board may be held at any time upon the call of the Chairman or by any director upon written demand of at least one-fifth of the Entire Board, at the time and place fixed by the person or persons calling the special meeting. Notice shall be sent via email or facsimile to each director, at his or her email address or facsimile number as it appears in the records of the Corporation, at least three calendar days before the day of the meeting. Special meetings can be called on less notice upon the unanimous written consent of the Entire Board.

Motion to endorse by Ellen. Seconded by Stamatia. Approved. Voted for: All in favor.

Article VI, Section 7 Director’s Absences

Current Language: Any member of the Board of Directors who is absent without excuse from two consecutive Board meetings shall be subject to removal by a majority vote of the Board. In the case of a vacancy created by such removal, a replacement Director shall be elected to the Board as provided in Article V. The President shall promptly notify the Directors of the action of the Board.

Proposed Language: Directors are expected to attend all meetings of the Board and any committees on which the Director serves. Each Director shall miss fewer than two consecutive Regular Board meetings or three Regular Board meetings in the preceding eighteen month period (the Minimum Director Attendance Requirement). Should a Director fail to meet the Minimum Director Attendance Requirement, the Board shall provide the Director with notice of the intention to remove and shall vote on whether to remove the individual from the Board for cause in accordance with the procedures set forth in Section 10 of Article V. In the case of a vacancy created by such removal, a replacement Director shall be elected to the Board as provided in Article V. The President shall promptly notify the Directors of the action of the Board.

Motion to endorse by Ellen. Seconded by Evelyne. Approved. Voted for: All in favor.
The Board opted not to vote on the issue of affiliate dues.

The Board also discussed the fact that Mary Jo’s chairmanship of the Nominating Committee, as a candidate for the upcoming Board election, might present a conflict of interest. Stamatia offered to accept the committee chair position, as she has opted not to run for another term.

**Motion** to replace Mary Jo with Stamatia as Chair of the Nominating Committee by Ellen. Seconded by Judy. **Approved.**
Voted for: All in favor.

Ariel adjourned the meeting at 9:37 am.

Respectfully Submitted,

Ariel Coffman
President