PREAMBLE

Mission Statement

NAMI-New York State, Inc. ("NAMI-NYS") NAMI provides advocacy, education, support, and public awareness so that individuals and families affected by mental illness can build better lives.

Vision Statement

NAMI-NYS envisions a world where all people affected by mental illness live healthy, fulfilling lives supported by a community that cares.

ARTICLE I

Name

Section 1. The name of the organization shall be NAMI-New York State, Inc.

ARTICLE II

Membership

Section 1. Membership. Members shall consist of individuals that accept the mission of NAMI-NYS and the NAMI organization. Annual dues paid to NAMI-NYS entitle the members to vote in state matters. The dues and the manner of payment shall be determined by resolutions of the Board of Directors of NAMI-NYS (the “Board”).

Members may become members through an “Open Door” policy that allows for a reduced dues payment. “Open Door” members are defined by income or economic necessity, at the discretion of NAMI-NYS or the affiliate. “Open Door” members shall have all the rights and privileges of members who pay full dues.

Section 2. Members.

A. Members

1) Definition: A member is a family member, peer or friend of a person who has or has had a mental health disorder (such a person hereafter referred to as a “peer”), who accepts the mission of NAMI-NYS and of the national organization, National Alliance on Mental Illness (“NAMI National” or “NAMI”), who is a member of and has paid dues to an affiliate in accordance with deadlines established by NAMI-NYS for state matters unless waived by the affiliate, and NAMI for national matters, for
whom annual dues shall have been paid by the member’s affiliate to NAMI-NYS. The term “family member” includes a guardian in fact or in law.

2) Voting Rights: Members shall: (i) be the members of NAMI-NYS, (ii) shall nominate and elect the members of the Board, (iii) adopt and amend the Bylaws of NAMI-NYS (the “Bylaws”) as prescribed by these Bylaws and (iv) vote on resolutions as provided in this Section 2 of Article II and Section 4 of Article III.

3) Good standing: For the purposes of determining a member’s right to vote, a member in “good standing” shall mean one in which the annual standard dues of the member have been received by NAMI, NAMI-NYS and NAMI affiliate by the record dates for NAMI, NAMI-NYS and the NAMI affiliate.

4) Method of Voting: The method for voting shall ensure that members shall have equal access to the process of (i) nominating and electing the members of the Board, (ii) adopting and revising the Bylaws and (iii) passing of resolutions.

5) Manner of Voting: Voting by members may be in person, by mail or by individual written and signed proxy on a form prescribed by the Board. Every proxy must be in writing and signed by the member or the member’s duly authorized agent or representative, or by email with the signed proxy attached and set forth information from which it can be reasonably determined that the proxy was authorized by that member.

6) A member of two (2) or more affiliates (a “Multiple Member”) is entitled to only one vote as a NAMI-NYS member regardless of how many local affiliates he or she belongs to. He or she is counted as a member of the local affiliate as long as current dues are paid to such affiliate.

7) The foregoing voting limitations of Multiple Members shall apply to NAMI-NYS and NAMI National matters only. In all other respects the Multiple Member’s rights and duties as a member of an affiliate shall be governed by the affiliate’s own bylaws and other duly established governing procedures.

B. Affiliates – Eligibility

1) A local mutual support/self-help advocacy group or association situated in the State of New York composed of at least five (5) members, whose purposes are the same to those stated in the Preamble to these Bylaws, may become an affiliate upon payment of annual dues in accordance with these Bylaws, approval of the Board, and the approval of NAMI National.

2) All applicants to NAMI for affiliate membership shall be endorsed by NAMI-NYS after completing certification process for Model A or B.

Model A affiliates must have a minimum of five (5) members, be incorporated, and operate independently and adhere to all other NAMI-NYS guidelines.
Model B affiliates must have a minimum of five (5) members, not be incorporated, and operate as a program/division of NAMI-NYS or another NAMI affiliate. Model B affiliates must sign a yearly Memorandum of Understanding with NAMI-NYS or NAMI affiliate and adhere to all other NAMI-NYS guidelines.

Section 3. Supporters. Any individual, association, or corporation may become a Supporter of NAMI-NYS unless this would represent an actual or potential conflict of interest for NAMI-NYS as determined by the Board. Supporters shall have no voting rights.

ARTICLE III
Meetings of Members

Section 1. General Meetings: Notice. NAMI-NYS shall hold at least one general meeting each year, on a date and at a location determined by the Board. Notice of the date, time, and place of the meeting, a list of proposed nominees for elected members of the Board (such elected members of the Board, the “Directors”) to be elected, any resolutions proposed to be adopted, ballot forms and forms of proxy, shall be sent in writing to all members in good standing by personal delivery or first-class mail at his or her address as it appears in the records of NAMI-NYS, or by facsimile or email at his or her facsimile number or address as it appears in the records of NAMI-NYS, not less than ten (10) nor more than fifty (50) days prior to the meeting.

Section 2. Quorum. The lesser of (i) 100 or (ii) ten percent (10%) of the total number of votes entitled to be cast, whether in person, by proxy, or mail-in vote, shall constitute a quorum.

Section 3. Special Meetings. Special meetings of the membership may be called by the President or by a majority of the Board. Special meetings may also be called by petition of one-tenth of the general membership. Notice of the date, time and place of the meeting shall be provided in writing to all members in good standing not less than ten (10) nor more than fifty (50) days prior to the meeting.

Section 4. Action by the Members. Except as otherwise provided by statute or by these Bylaws, any corporate action authorized by a majority of the votes cast at a meeting of members shall be the act of the members. Action may be taken without a meeting if all members consent to the adoption of a resolution authorizing the action. Such consent shall set forth the action so taken and shall be submitted in writing or via email or facsimile. The resolution and consents thereto shall be filed with the minutes of the proceedings of the membership. The following corporate actions may not be taken without approval of the members:

A. A plurality of the votes cast at a meeting of the members is required for the election of Directors of NAMI-NYS;

B. A majority of the votes cast at a meeting of the members is required for any amendment of or change to the Certificate of Incorporation or these Bylaws;

C. Two-thirds of the votes cast at a meeting of the members is required for:
1) A sale, lease, exchange, or other disposition of all or substantially all of the assets of NAMI-NYS;

2) A plan of merger, consolidation, or dissolution; or

3) Revocation of a voluntary dissolution proceeding;

Provided, however, that the affirmative votes cast in favor of any action described in this subsection (C) shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

**Section 5. Robert’s Rules of Order.** Provided that they are not in conflict with the Certificate of Incorporation, the Not-for-Profit Corporation Law of New York (the “NPCL”), or these Bylaws, the most recent edition of Robert’s Rules of Order shall govern the conduct of business in all meetings of members.

**Section 6. Resolutions.** All resolutions to be acted upon at general meetings shall be proposed by members or by the Board. Resolutions proposed by members shall be submitted in writing to the Bylaws and Resolutions Committee by United States Postal Service either by registered, certified mail, Express Mail or Priority Mail, or any other USPS service offering return receipts or signature confirmation. The Committee shall send the proposals with its recommendations to the Board. The Board will send the proposed resolutions with its recommendations to the members for a vote of approval or rejection.

**Section 7. Time for Submission of Proposed Resolutions.**

A. Proposed resolutions shall be submitted to the Bylaws and Resolutions Committee ninety (90) days in advance of the election.

B. The Committee will forward the resolutions with recommendations to the Board fifty (50) days in advance of the election.

C. The Board will send the resolutions with recommendations to the members thirty (30) days prior to the election.

D. Resolutions will be passed by a majority of the members voting at the general meeting.

**ARTICLE IV**

**Finance**

**Section 1.** The fiscal year shall be the calendar year.

**Section 2. Dues.**

A. Affiliate Requirements: NAMI-NYS affiliate dues shall be established by the Board and should be paid by April 1 of each calendar year by all affiliates. New affiliates shall pay dues upon affiliation.
B. Member Requirements: Affiliates shall collect dues from their members, and forward the proper amounts to the NAMI-NYS office. Good standing shall be attained by the payment of dues for the calendar year forty (40) days in advance of the next scheduled election. Good standing is required for all voting rights and privileges of membership. This section takes effect the day payment is received by NAMI-NYS and is not retroactive.

Section 3. Reinstatement. If a member is not in good standing, good standing shall be re-instated by the payment of dues for the calendar year forty (40) days in advance of the close of voting for the election of Directors. Good standing is required for all voting rights and privileges of membership. Re-instatement takes effect the day of payment and is not retroactive.

ARTICLE V

Board of Directors

Section 1. Duties. The affairs of NAMI-NYS except as otherwise provided by law, the Certificate of Incorporation or by these Bylaws shall be conducted by a Board. The Board shall be responsible for the general management of NAMI-NYS. This entails establishing policies and reviewing operations, providing directions and goals, assisting in securing funding, monitoring finances and hiring and working with the Executive Director. All Board members are expected to be active advocates and participants on at least one committee. They should provide NAMI-NYS with dedication, skills, and resources to further its goals and objectives. To the greatest extent possible, the Board should represent the cultural and geographic diversity of New York State and should be elected with a view to bringing the diverse expertise, skill and resources required by NAMI-NYS.

Section 2. Number of Directors. The Board shall consist of at least eleven (11) and no more than sixteen (16) Directors, each of whom shall be a member in good standing, and one of whom shall be nominated and elected as a peer member. Within these specified limits, the number of Directors may be increased or decreased by action of the Board or the members; provided, however, that no decrease in the number of Directors shall shorten the term of any incumbent Director. If the number of Directors is changed by the Board or the members in accordance with these Bylaws, any increase or decrease shall be apportioned among the classes of Directors in order to maintain the number of Directors in each class as nearly equal as possible. The term “Entire Board” means the number of Directors that were elected as of the most recently held election of Directors, as well as any Directors whose terms have not yet expired.

Section 3. Terms. Each Director shall serve for a term of three (3) years, except for those filling vacancies. The terms of the Directors shall be staggered by dividing the total number of Directors into three (3) equal as possible classes. At each general meeting of the members, five (5) regular Directors, and every three (3) years the one peer Director, shall be elected to fill the vacancies of Directors whose terms are expiring. The Directors so elected shall hold office until the third succeeding general meeting; provided, however, that no decrease in the length of term of Directors shall shorten the term of any incumbent Director. In the event of
a tie vote, a run-off election shall be held at the next special or general meeting of the membership, provided that the Director elected in such run-off election shall hold office until the expiration of the original term of such seat.

Section 4. First Degree Relatives. No first-degree relatives may serve on the Board concurrently.

Section 5. Term Limits. 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 general 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.

Section 6. Resignations. A Director may resign from the Board by delivering his/her resignation in writing to the President and/or to the Executive Director. This act shall operate as a release for him/her of future obligations, but shall not discharge any then-existing liability to NAMI-NYS. The date of the email or post mark of the letter shall be considered the effective date of resignation. The Director may, in writing, withdraw a resignation within seventy-two (72) hours of submittal.

Section 7. Nominating Procedure. Each member may submit the name of any one or more members of NAMI-NYS as a proposed nominee for Director. Such proposals shall be truthful in full, written, accompanied by a brief resume up to 500 words and written consent of the person nominated, and forwarded to the Chairperson(s) of the Nominating and Election Committee, postmarked not less than sixty (60) days prior to the scheduled election of the Board.

Nominator, affiliate and nominee must all be in good standing at the time of nomination. The Board shall send to each member the list of all nominees no later than thirty (30) days prior to the next scheduled meeting for the election of Directors.

Section 8. Vacancies. 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 general meeting at which the election of Directors is in the regular order of business. Any Director elected at the general 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. Elections at the general meeting to fill a vacancy shall be conducted in accordance with the procedures set forth in Article V, Section 10.

Section 9. Staff Ineligibility. Paid staff members of NAMI-NYS or any NAMI affiliate shall not be eligible for election to the Board.

Section 10. Election Procedures.
A. Nominations: The Board shall present the names of nominees for Director to the membership at the general meeting called for the election of Directors.

B. Ballots: Members shall elect the members of the Board from the list of nominees by written ballot. Ballots may be voted for up to but no more than the exact number of positions open or the ballot will be void. Ballots voted for more than the number of positions will be void.

C. Proxy Voting: Written proxy voting by members on ballots for the Board candidates and for amendments that may appear on the ballot shall be permitted.

D. Election: The five individuals that attain the most number of votes shall be elected for terms of three years. In the event of a vacancy, the candidate who receives the next greatest number of votes shall be elected to fill the vacancy with the greatest amount of time left in its term. Such procedure shall be repeated until all vacancies are filled.

Section 11. Board Advisory Council. Upon expiration of his or her current Board term, the immediate past Board President, and other past Board officers as determined by a majority vote of the Board annually, may serve as a Board Advisory Council. Members of the Board Advisory Council shall have no voting rights. The term of the immediate past President on the Advisory Council shall last until the end of the current Board President’s term. The Board, by majority vote, may at any time dissolve the Board Advisory Council or dismiss a Council member for cause or without cause.

Section 12. Removal. The Board may remove a Director for cause by majority vote of Directors then-in-office at a regular or special meeting of the Board called for that purpose; provided that there is a quorum present at such meeting. Any one or more of the directors may be removed for cause or without cause at any time by the affirmative vote of a majority of the members present, in person or by proxy, at a regular meeting or special meeting of the members called for that purpose; provided that there is a quorum present at such meeting and that notice of the proposed action shall have been transmitted to all members in accordance with Article III, Section 1 of these Bylaws, at least ten days before said meeting. When the Board determines that a Director should be removed, that Director shall be provided with notice of the intention to remove and shall have opportunity to respond and object to such removal before the Board within ten (10) days of receipt of notice. The President shall promptly notify the Director of action of the Board. No one who has previously served as a Director and has been removed for cause will be eligible for election to the Board for a period of no less than ten (10) years.

ARTICLE VI
Meetings of Directors

Section 1. First Meeting. Immediately following the general meeting at which the Directors are elected, the Board shall meet and shall elect from among themselves, the officers of NAMI-NYS for the coming year.
Section 2. Regular Meetings: Notice. The Board shall hold at least three meetings in addition to the first meeting, their dates, times and places to be designated by the President, subject to the approval of the Board. Notice need not be given of regular meetings of the Board if such meetings are fixed by the Board. Notice shall be given of the annual meeting of the Board, each regular meeting not fixed by the Board, and each special meeting of the Board. Notice of the date, time and place of each meeting shall be provided in writing, by email or facsimile to each Director, at his or her email address or facsimile number as it appears in the records of NAMI-NYS, or mailed to each Director, postage prepaid, at his or her address as it appears in the records of NAMI-NYS, to all Board members by the President, the Secretary or the Executive Director at least thirty (30) days prior to the meeting. Notice of a meeting need not be given to any Director who submits a waiver of notice, in writing or via email or facsimile, to the Secretary before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 3. Special Meetings. 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 NAMI-NYS, 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.

Section 4. Quorum. A majority of the Board shall constitute a quorum at any meeting, and a majority of those present shall have the power to act in all matters, except as specifically provided to the contrary elsewhere in these Bylaws.

Section 5. Membership Attendance. All members may attend meetings of the Board in a non-voting capacity, and may speak with the President’s permission or with the permission of the majority of the Board on items before the Board. Only members of the Board, together with such persons as may be specifically invited by the Board, may attend executive sessions, which may be called by the President or majority of the Board members.

Section 6. Action Without a Meeting. In accordance with Section 708(b) of the NPCL, unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing or by email to the adoption of a resolution authorizing the action. If the consent is written, it must be signed by the Director. If the consent is electronic, it must be able to be reasonably determined to have been sent by the Director. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the Board or committee.

Section 7. Absences. Directors are expected to attend all meetings of the Board and any committees on which the Director serves. Each Director shall miss fewer than (i) two (2) consecutive Regular Board meetings or (ii) three (3) Regular Board meetings in the preceding eighteen (18) 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 12 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 Section 8 of Article V. The President shall promptly notify the Directors of the action of the Board.

Section 8. Action at a Meeting. Proxy voting at Directors’ meetings shall be forbidden. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, the affirmative vote of a majority of the Directors present at a meeting of the Board, if a quorum is present at the time of the vote, shall be the act of the Board; provided, however, that authorization of the following shall require the affirmative vote of at least two-thirds of the Entire Board:

A. A sale, lease, exchange or other disposition of all or substantially all of the assets of NAMI-NYS;

B. A purchase of real property if such property would, upon purchase, constitute all, or substantially all, of the assets of NAMI-NYS;

C. A plan of merger, consolidation or dissolution;

D. Revocation of a plan of voluntary dissolution; and

E. Approval of an employee serving as Chair of the Board.

Section 9. Abstentions. An abstention to a vote of the Board shall be recorded as such, and shall not be considered to be a vote either in favor of or against the proposal being voted upon.

Section 10. Meeting Participation. Meetings of the Board shall require the physical presence of the Directors attending the meeting unless a Director cannot be physically present but is able to participate by means of a conference call or similar communications equipment or electronic video screen devices (remote participation). Any such participation shall meet the requirements of Section 708(c) of the NPCL and NAMI-NYS’s Policies and Procedures. Physical attendance is always preferred and remote participation is to be used only when absolutely necessary and not for convenience.

Section 11. Robert’s Rules of Order. At any meeting of the Board, provided that they are not in conflict with the Certificate of Incorporation, the NPCL, or these Bylaws, the most recent edition of Robert’s Rules of Order shall govern the conduct of business at the meeting.

ARTICLE VII

Officers

Section 1. General. NAMI-NYS shall have a President, a First and Second Vice-President, a Secretary and a Treasurer, each elected by the Board as provided in Article VI, Section 1, for a one-year term. In case any officer shall become permanently incapacitated, die or resign during his or her term, a replacement shall be elected by the Board. No one person shall hold the office of both President and Treasurer.
Section 2. President. The President shall preside at all regular and special meetings of the Board and the Executive Committee of NAMI-NYS. The President shall exercise such authority as authorized by the Bylaws or as the Board may assign. The President shall be a member, ex-officio, of all committees except for the Nominating and Election Committee.

Section 3. Vice-Presidents. In the event of the President’s incapacity or inability to act for any reason, the First Vice-President shall possess all the powers and perform all the duties of the President. If the President and First Vice-President are both incapacitated, or unable to act for any reason, the Second Vice-President shall possess all the powers and perform all the duties of the President. The Vice Presidents shall also perform such duties as may be assigned to them by the Board or President.

Section 4. Secretary. The Secretary shall attend all meetings of the Board and shall record all votes taken and draft minutes of all proceedings to be approved by the Board and thereafter placed in a permanent file. Copies of minutes shall be made available to the presidents of NAMI-NYS affiliates as soon as practicable. All consents of the Directors with respect to matters adopted by unanimous written consent in accordance with Section 6 of Article VI shall be placed in a permanent file. The Secretary shall perform such other duties as are incidental to the office and may be assigned by the Board or President. In the absence of the Secretary at a meeting of the Board, the First Vice-President, or in his or her absence, the Second Vice-President, or in his or her absence, one of the other Directors present appointed by the President and approved by the Board shall perform the duties of the Secretary at the meeting.

Section 5. Treasurer. The Treasurer shall oversee the collection, receipts, deposit and investment of NAMI-NYS funds as approved by the Board. He or she shall submit at each regular Board meeting a report of the financial transactions and the financial condition of NAMI-NYS. The Treasurer shall submit to NAMI-NYS an annual financial report which shall be audited annually by a certified public accountant together with a statement listing the salaries and benefits of each staff member. The Treasurer shall perform such other duties that pertain to the office of Treasurer as may be requested from time to time by the Board or the President. At the general meeting of the members, the Treasurer shall render a report of the Corporation's accounts showing in appropriate detail:

A. The assets and liabilities of the Corporation as of a fiscal year terminating not more than six (6) months prior to the meeting;

B. The principal changes in assets and liabilities during that fiscal year;

C. The revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal year; and

D. The expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal year.
ARTICLE VIII

Committees

Committees should make every effort, if possible, to represent the diversity and geographic division of New York State.

Section 1. Committees of the Board. The Board may create committees of the Board, each consisting of three or more Directors, except for the Nominating and Election Committee as noted in Section 4 of this Article VIII. The Board shall appoint the members of any such committees of the Board, except that in the case of any executive committee, the appointment shall be made by the Entire Board. The Chairperson of each committee of the Board shall hold office until the next scheduled election of Directors.

A. Each committee of the Board shall serve at the pleasure of the Board and shall have all the authority of the Board to the extent provided in the resolution or charter establishing the committee, except that no committee of any kind shall have authority as to the following matters:

1) The filling of vacancies in the Board or in any committee;

2) The fixing of compensation of the Directors for serving on the Board or on any committee;

3) The amendment or repeal of the Bylaws or the adoption of new Bylaws;

4) The approval of amendments to the Certificate of Incorporation;

5) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;

6) The authorization of a sale, lease, exchange or other disposition of all or substantially all the assets of NAMI-NYS;

7) The adoption of any plan of merger, consolidation, or dissolution of the Corporation; or

8) The election or removal of officers and Directors.

B. Sections of these Bylaws, which govern meetings, notice, quorum, participation in meetings by technology, action at a meeting and action without a meeting, shall apply to committees of the Board and their members as well, except that committees of the Board shall not be required to hold annual meetings.

C. The Board may designate one or more Directors as alternate members of any committee of the Board, who may replace any absent committee member at any meeting of such committee. Any vacancies occurring on a committee of the Board may be filled at any meeting of the Board.
D. Each committee of the Board shall keep regular minutes of its proceedings and report the same to the Board, and such minutes shall be retained with the permanent records of NAMI-NYS.

E. Each committee member shall serve at the pleasure of the Board. The designation of any committee of the Board and the delegation thereto of authority shall not alone relieve any Director of his or her duty to NAMI-NYS under Section 717 of the NPCL.

Section 2. Executive Committee. The Executive Committee shall consist of at least seven (7) Directors, including the President, the two (2) Vice-Presidents, the Treasurer and the Secretary and two (2) other members of the Board appointed by the Entire Board. In the absence or unavailability of any of the Executive Committee for an extended period of time, the Board may select a substitute from among the members of the Board. All actions taken by the Executive Committee shall have the same force and effect as actions taken by the full Board, but such actions shall be subject to review by the full Board who may amend, modify or revoke the Committee’s determinations except that, to the extent that the rights of third parties dealing in good faith with NAMI-NYS are involved, the Committee’s determinations shall be final and binding. A quorum of the Executive Committee shall consist of four (4) members, and a majority of those present have the power to decide on all matters except as may be expressly forbidden by law or elsewhere in these Bylaws. Meetings of the Executive Committee shall be called by the President or by a majority of the Committee by notice in writing at least three (3) business days prior to the meeting, unless notice is waived in writing by all members of the Committee.

Section 3. Audit Committee. There shall be an Audit Committee composed of no fewer than three (3) Independent Directors, as defined in Section 102(a)(21) of the NPCL, each of whom, at the time of his or her appointment, shall have such education and/or experience to enable him or her to be able to read, understand and explain NAMI-NYS’s financial statements and who shall be elected by the Board annually or more often from among nominees presented by the Nominating and Election Committee. The Chair, the President and the Treasurer shall be ineligible to serve as members of the Audit Committee; however, the President may attend meetings to provide information at the request of the Committee.

The Audit Committee will annually review or retain the independent auditor and, upon completion of the audit, review the results of the audit and any related management letter with the independent auditor. The Committee shall meet at least three (3) times per year, keep minutes of its meetings and such minutes shall be submitted at the next regular meeting of the Board at which a quorum is present, and any action taken by the Board with respect thereto shall be entered in the minutes of the Board. In addition, the Committee shall:

A. Review the scope and planning of the audit with the independent auditor before the audit;

B. Review and discuss with the independent auditor any material risks and weaknesses in internal controls identified by the auditor, any restrictions on the scope of the auditor’s activities or access to requested information, any significant disagreements between the auditor and management, and the adequacy of the corporation’s accounting and financial reporting processes;
C. Consider the performance and independence of the independent auditor annually; and

D. Report on the committee’s activities to the board.

Section 4. Nominating and Election Committee. The Nominating and Election Committee shall consist of five (5) members, with the chairperson(s) appointed by the Board as soon as possible after each scheduled election. Members of the Nominating and Election Committee shall be proposed by the Chair of the Committee and elected by the Board.

Section 5. Committees of the Corporation. Committees, other than committees of the Board, shall be committees of the Corporation. At any meeting of the Board, the Board may establish one or more committees of the Corporation and appoint persons to serve on such committees, as recommended by the President or any Director. Such committees shall consist of at least three (3) members. The Chairperson of such committees of the Corporation shall be appointed by the Board as recommended by the President or any Director and approved by the Board. Such committees shall be advisory only and may contain non-Directors if approved by the Board. The President, with the approval of the Board, may combine committees of the Corporation, disband committees or establish new committees in the interest of effective management.

ARTICLE IX

Independence

Section 1. NAMI-NYS and each of its affiliates shall be independent of other agencies and advocacy groups not affiliated with NAMI-NYS or NAMI, and shall not share Bylaws, articles of incorporation, officers or boards of directors with such other groups.

ARTICLE X

Executive Director

Section 1. An Executive Director may be employed by the Board and shall have general direction and supervision over the day-to-day affairs of the corporation. Such person shall exercise authority and perform such duties as the President and Board may from time to time assign. A complete up-to-date job description shall be on file as approved by the Board.

ARTICLE XI

Revision or Amendment of Bylaws

Section 1. Revisions or amendments to the Bylaws may be proposed in writing to the Bylaws and Resolutions Committee by any affiliate, a member in good standing, or may be proposed by the Bylaws and Resolutions Committee. All proposed revisions or amendments shall be submitted in writing not less than ninety (90) days prior to the next scheduled election of Directors. Each member shall receive in writing from the Board all proposed revisions or amendments, together with a recommendation for adoption or rejection from the Board, not less than thirty (30) days prior to the next scheduled election of Directors and the revisions or
amendments shall be presented to the membership at such next meeting. Subject to the notice requirements in Article III, these Bylaws may be adopted, amended, or repealed in whole or in part at any meeting of the members, if a quorum is present at the time of the vote, by the affirmative vote of a majority of the votes cast. A majority of the membership voting shall be required to adopt, amend, or repeal these Bylaws. Bylaws should be reviewed annually by the Bylaws and Resolutions Committee.

ARTICLE XII

Other Provisions

Section 1. NAMI Name and 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.

Section 2. All names selected by affiliates shall be subject to approval by NAMI and the Board. The acronym NAMI shall be a required part of the names of all affiliates.

Section 3. Resolution of Disputes.

A. Between Affiliates: The Board shall have authority to mediate disputes between its affiliates, between its proposed affiliates, between proposed affiliates and between its members and proposed affiliates by procedures and standards prescribed in a Dispute Resolution Procedure approved by the Board. If the dispute cannot be resolved in ninety (90) days from the receipt by the President of NAMI-NYS of written notice from one of the parties to the dispute of the existence of a dispute, the dispute, together with the names of the persons authorized to act on behalf of the disputants, shall be referred by the Board to the Board of Directors of NAMI for final binding resolution.

B. Between NAMI-NYS and its Affiliates: A mediation procedure shall be established by the Board for resolving disputes between NAMI-NYS and one or more of its affiliates or proposed affiliates. If a resolution cannot be achieved within ninety (90) days from receipt by the President of a written notice of the dispute, the dispute, together with the names of the persons authorized to act on behalf of the disputants, shall be referred to the Board of Directors of NAMI for binding and final resolution.

Section 4. Non-Discrimination.

A. There shall be no discrimination against persons by NAMI-NYS or any affiliate of NAMI-NYS on account of age, alienage or citizenship status, arrest and conviction record, caregivers, credit history, race, creed, color, national origin, religion, disability, sexual orientation, gender, gender identity or expression, military status, sex, marital and partnership status, pregnancy, status as a victim of domestic or sexual violence, unemployment status, or national, urban or rural or other geographical areas in the requirements for membership or employment and its policies or actions.

B. Membership in local affiliates and NAMI-NYS must be open to all persons with mental health disorders.
C. NAMI-NYS shall comply with all applicable local, state and federal non-discrimination laws and regulations.

Section 5. Conflict of Interest. The Board shall adopt and oversee the implementation of, and compliance with, a conflict of interest policy as required by Section 715-a of the NPCL, to ensure that its Directors, officers and key persons act in NAMI-NYS’s best interest and comply with applicable legal requirements regarding any potential conflict of interest, potential “related party transaction” or potential “excess benefit transaction” involving a “disqualified person” as those terms are defined in Section 102(a) of the NPCL and Section 4958 of the Internal Revenue Code. Any such transaction shall only be undertaken after the requisite disclosure, determinations and voting by Directors, as provided in Sections 715 and 715-a of the NPCL and relevant regulations of the Internal Revenue Service.

The conflict of interest policy shall be reviewed by the Board at least annually. Prior to his/her election or appointment and annually thereafter, each Director shall be required to complete a disclosure statement identifying, to the best of the Director’s knowledge, any entity of which such Director is an officer, director, trustee, member, employee or owner (either as sole proprietor or a partner) and with which NAMI-NYS has a relationship, and any transaction in which NAMI-NYS is a participant and in which the Director might have a conflicting interest. These statements shall be collected and delivered by the Secretary or his or her designee to the Audit Committee to be kept on file at NAMI-NYS’s principal office. Any additions or other changes to these statements shall be made by the Director in writing as they occur.

Section 6. Indemnification of Directors, Officers and Employees.

A. Authorized Indemnification: Unless clearly prohibited by law or Section 6B of this Article, NAMI-NYS shall indemnify any person (“Indemnified Person”) made, or threatened to be made, a party, or who is involved (including as a witness), in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of NAMI-NYS, by reason of the fact that he or she is or was a Director, officer, employee or agent of NAMI-NYS. The indemnification shall be against judgments, fines, penalties, amounts paid in settlement (provided NAMI-NYS shall have consented to such settlement) and reasonable expenses, including attorneys’ fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

B. Prohibited Indemnification: NAMI-NYS shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board in good faith determines, (1) that such person’s acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or (2) that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.
C. Determination of Indemnification: Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court, the Board shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these Bylaws. Before indemnification can occur the Board must explicitly find that such indemnification will not violate the provisions of Section 6B of this Article. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these Bylaws.

D. Binding Effect: Any person entitled to indemnification under these Bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these Bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7. Insurance. NAMI-NYS may purchase and maintain all insurance policies deemed to be in the best interest of NAMI-NYS, including insurance to indemnify NAMI-NYS for any obligation or expenses which it incurs as a result of its indemnification of Directors, officers, employees and agents pursuant to Section 6 of this Article, or to indemnify such persons in instances in which they may be indemnified pursuant to this Article.