

passed 11/7/2013

NAMI BILLINGS BY-LAWS

To the Articles of Incorporation

PREAMBLE: NAMI Billings is a not-for-profit organization dedicated to enhancing the quality of life and providing hope for individuals with mental illness and their families. NAMI Billings works to accomplish its mission through providing support, education, and advocacy.

**ARTICLE I
Membership**

Section 1. Membership shall be open to all persons sympathetic to the purposes of NAMI Billings.

Section 2. Membership may be obtained annually by application and payment of dues.

Section 3. Members in good standing are those whose dues are not delinquent.

Section 4. Adult (18 years of age or older) members in good standing are eligible to hold office and to vote.

Section 5. Categories of membership are as follows: Individual, Consumer, Family and Professional. Each family member shall have one vote.

Section 6. Control of NAMI Billings shall rest with the membership. Any action of the Board of Directors shall be subject to review by the membership on request of any five members in good standing at a regular membership meeting or at a special meeting called for that purpose. Any action of the Board of Directors may be altered or rescinded by a two-thirds vote of the membership present at a regular membership meeting or at a special meeting called for that purpose.

**ARTICLE II
Financial**

Section 1. Dues shall be set by NAMI National.

Section 2. The fiscal year shall be from January 1 to December 31.

ARTICLE III Meetings

Section 1. Annual Meeting. The membership meeting in November shall be designated as the Annual Meeting for the election of the Board of Directors. The membership shall receive a list of nominees one (1) week prior to the Annual Meeting.

Section 3. Special Meetings. The Board of Directors, or 50% of members, may call a special meeting at the time, date and location of their choice. Notice of such a meeting must be given to the membership 7 days prior.

Section 4. Quorum. Twenty percent of the members shall constitute a quorum for any meeting at which a vote is to be taken.

ARTICLE IV Board of Directors

Section 1. Directors: The Board of Directors shall consist of up to thirteen (13) people elected at the Annual Meeting.

Section 2. Qualifications: The Board of Directors shall be NAMI members in good standing.

Section 3. Term of Office: A term of office shall be three calendar years, beginning in January. Directors may serve no more than two consecutive full terms. The immediate past President may serve as a voting member of the Board for one additional year.

Section 4. Nominating Procedure for Regular Directors: Nominations for directors shall be made by the Membership. No Member shall nominate more than one individual for regular director per election. Nominations may be made in writing or verbally to the Nomination Committee, no less than ninety (90) days prior to the commencement of the next annual meeting. The Nomination Committee will insure that

the nominee has agreed to serve if elected. The Executive Committee shall serve as the Nomination Committee. Elections of Board Members shall be conducted in conjunction with the Annual Meeting.

Section 5. Vacancies: Vacancies that occur on the Board of Directors in between annual meetings shall be temporarily filled by an appointment of the Executive Committee of the Board of Directors. Directors serving in temporary appointments will be put to vote before the full membership at the next Annual Meeting.

Section 6. State Representation: The Board of Directors shall select two (2) members, at large, in good standing as delegates to the NAMI Montana Board of Directors.

Section 7. Removal of Board Members: Board members must attend or call in for every Board meeting or be excused. Any Board Member absent from two (2) consecutive regular meetings of the Board of Directors without just cause as determined by the Board of Directors shall automatically vacate the seat on the Board and the vacancy shall be filled as provided by these Bylaws; however, the Board shall consider each absence of a Board Member as separate circumstance and may expressly waive such absence by a two-thirds (2/3) vote of the members present at that meeting. Board members who are unwilling or unable to fulfill the duties required of them will be subject to dismissal by two-thirds (2/3) vote of the Board Members present at a Board meeting.

Section 8. General Powers and Duties: Subject to the provisions of NAMI Billings and any limitations in the Articles of Incorporation and these By-Laws relating to action required to be approved by the Members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. In addition to the responsibilities vested in them by these By-Laws, the directors shall be vested with the responsibility to execute the

corporate purposes as stated in the Statement of Purpose contained in the Articles of Incorporation and the expressed consensus of the Members. It shall be the continuing responsibility of the Board of Directors to evaluate the overall function of the organization to ensure that the purposes are being adequately served.

Section 9. Conflict of Interest, Code of Ethics- Board of Directors, and Confidentiality: Please see Policies of same titles.

ARTICLE V Directors Meetings

Section 1. Annual Meeting: The annual meeting of the NAMI Billings Board of Directors shall be held in January of each year. The election of officers will take place at this meeting. Such officers shall hold office until the next annual meeting or until their successors ~~shall~~ have been duly elected.

Section 2. Regular Meetings: In addition to the Annual Meeting, the Board of Directors shall hold at least nine regular meetings annually, the times and places therefore to be designated by the President.

Section 3. Special Meetings: Special meetings of the Board of Directors may be called by the President or any three members of the Board of Directors. The Secretary shall see that all notices of special meetings will be distributed to each Board member one week in advance of that meeting, unless notice requirement is explicitly waived by all Board members.

Section 4. Quorum: A majority of the Board of Directors shall constitute a quorum at any meeting; and a majority of those present in either case shall have power to act in all matters, except as specifically provided to the contrary elsewhere in these By-Laws.

Section 5. Special Resolutions: Special resolution of the Board shall be required to approve the following actions: (1) purchase, sale, lease, or encumbrance of real estate,

(2) any single financial transactions in excess of \$5,000, and (3) contracts in excess of 3 years. No special resolution may be considered by the Board without providing 60 days written notice to all members of the Board of Directors. Special resolution may only be passed by a 2/3 majority vote of all members of the Board of Directors.

ARTICLE VI

Committees

Section 1. Executive Committee: The Executive Committee shall be comprised of the President, the Vice-President, the Secretary, the Treasurer and the Executive Director ex officio. 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 save and except the powers to fill vacancies in the Board of Directors, to remove officers elected or appointed by the Board of Directors, and to pass special resolutions. Three of the voting members of the Committee shall constitute a quorum. All actions shall require a majority vote of the regular members. The Committee shall keep minutes of all of its meetings and transactions, and such minutes shall be reported at each meeting of the Board for approval and ratification by the Board of actions taken by the Executive Committee.

Section 2. Standing Committees: The Board of Directors by resolution adopted by a majority of the Directors in office may designate Standing Committees of the Directors.

Section 3. Other Committees: The Board of Directors from time to time may form other committees to perform designated tasks. The President, upon advice and consent of the other members of the Board of Directors, shall appoint members of such committees.

ARTICLE VII

Officers

Section 1. General: The Corporation shall have a President, Vice-President, a Secretary and Treasurer, and such other officers as the Board of Directors shall deem necessary for the proper management of the Corporation.

Section 2. President: The President shall preside at all meetings. The President shall exercise such authority and perform such duties as the Board of Directors may from time to time assign.

Section 3. Vice-President: In the event of the death, absence, incapacity, inability or refusal to act of the President, then the Vice-President shall perform the duties of the President. The Vice-President shall also perform such other duties and exercise such other authority as may be from time to time assigned up them by the Board of Directors.

Section 4. Secretary: The Secretary shall attend all meetings of the Board of Directors and shall record all votes taken and the minutes of all proceedings in a minute book of the corporation to be kept for that purpose. The Secretary shall give notice of meetings and shall perform such other duties as are incident to the office of Secretary and as may be assigned to the Secretary by the Board of Directors of the Corporation. The Secretary shall attest the signatures of authorized officers of the corporation on any instrument requiring attestation. The Secretary will submit meeting minutes within twenty-one (21) days of each meeting for distribution, Board approval and to be filed as a permanent record.

Section 4. Treasurer: The Treasurer shall monitor all revenues and expenses of the corporation and shall ensure maintenance of a complete and accurate account of all funds received and disbursed. The Treasurer will produce a monthly financial statement of income and expenses for the Board. The Treasurer shall present the books for audit,

as necessary, and at such times as required by law. The Treasurer shall also perform such other duties as may be assigned, from time to time, by the Board of Directors.

ARTICLE VIII
Executive Director

Section 1: 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 to the Executive Director.

ARTICLE IX
Indemnification of Directors, Officers, Employees and Agents

Section 1: The NAMI Billings officers and directors shall be indemnified to the fullest extent provided by law for actions taken in service to the organization, except for any action determined by the Board of Directors to have been taken in bad faith. The Board of Directors has the authority to indemnify any employees and agents of the organization to the fullest extent provided by law for actions taken in service to the organization, except for any action determined by the Board of Directors to have been taken in bad faith. In any suit or legal action, the Board of Directors shall have the authority to advance legal fees and other costs incurred by an indemnitee. If any such suit or action results in a determination of bad faith, indemnitee shall reimburse NAMI Billings for any advanced fees and costs.

ARTICLE X
Notice of time and Place of Meetings

Section 1. Notice of Membership Meetings: Written notice stating the place, day and hour of the meeting and, in the case of special meetings, the purpose or purposes for which the meeting is called, shall be delivered, either personally, by US mail or by electronic mail, to each member of record at such address as appears in the

records of the corporation, not less than ten (10) days before the date of the annual meeting, and not less than one (1) week before the date of the meeting in the case of any other meetings of members or meetings of the Board of Directors. Notice shall be deemed given at the time such notice is postmarked or sent by electronic mail.

Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 2. Notice of Meetings of the Board of Directors: Written notice stating the place, day and hour of the meeting and, in the case of special meetings, the purpose or purposes for which the meeting is called, shall be delivered, either personally, by US mail or by electronic mail, to each member of the Board of Directors as such address as appears in the records of the corporation, not less than ten (10) days before the date of the annual meeting, and not less than one (1) week before the date of the meeting.

Notice shall be deemed given at the time such notice is postmarked or sent by electronic mail. Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE XI

Revision or Amendment of Bylaws

Section 1. Revision and Amendment Procedure: Revision or amendments may be proposed by any member in good standing. All proposed amendments shall be submitted in writing to a Bylaws Committee of the Board of Directors not less than ninety (90) days prior to the date of the next annual meeting. Each voting member shall receive all proposed revisions or amendments to the By-Laws not less than ten (10) days prior to the next annual meeting. A two-thirds majority of the voting members present, provided a quorum is present, shall be required to amend the By-Laws. In the

event a quorum is not obtained at the annual membership meeting, the Board of Directors shall have authority to adopt the proposed revisions or amendments upon a two-thirds (2/3) vote of all members of the Board of Directors.

ARTICLE XII

Seal

Section 1. Seal: The Corporation shall have no seal.

Section 2. Logo: NAMI Billings acknowledges that NAMI controls the use of the name, acronym and logo of NAMI and that our use of the logo and name shall be in accordance with NAMI policy. Upon termination of affiliation with or charter by NAMI, the use of the name, acronym and logo by NAMI Billings and its members shall cease.

ARTICLE XIII

Non-Discrimination and Independence

Section 1. Non-Discrimination: NAMI Billings shall not discriminate against any person or group of persons on a basis of race, ethnicity, culture, language, national origin, age, disability, gender, sexual orientation, gender expression, education, religion, faith, or socio-economic status.

Section 2. Independence: NAMI Billings shall be independent of other agencies and advocacy groups not affiliated with NAMI, and shall not share bylaws, articles of incorporation, or boards of directors with such other groups.

ARTICLE XIV

Dissolution of Organization

Section 1. Distribution of Assets upon Dissolution of Organization: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code (IRC), or corresponding section of any future federal tax code or shall be disposed of by the district court of the county in which the principle office of the organization is then

located, exclusively to NAMI Montana for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.