

Bylaws NAMI Southwest Iowa

<b>A. Name</b>	The name of the organization shall be NAMI Southwest Iowa. .
<b>B. Mission</b>	NAMI Southwest Iowa Iowa will work to achieve a community which is stigma free by: increasing public awareness about mental illness and providing support and education to individuals and families impacted by mental illness.
<b>C. Definition and rights/privileges of membership</b>	<p>Members will accept and promote the mission of NAMI and NAMI Southwest Iowa. Annual dues for membership in NAMI will be paid to the national organization.</p> <p>A Member may be one individual or a family of individuals living in one household that is counted as one for the purposes of paying dues and voting. At the discretion of the NAMI Southwest Iowa Board, individuals may have the opportunity to participate in trainings or become a trainer associate with approved NAMI training programs.</p> <p>Members elect the Board and amend the Bylaws.</p>
<b>D. NAMI Name</b>	<p>NAMI Southwest Iowa acknowledges that NAMI controls the use of the name, acronym and logo of NAMI and that use shall be in accordance with NAMI policy and that upon termination of affiliation with NAMI, the uses of these names, acronyms and logo by NAMI Southwest Iowa shall cease.</p> <p>Within 30 days of termination, NAMI Southwest Iowa will change its name to reflect that it is no longer connected to NAMI.</p>

<p><b>E. Financial Parameters (dues, fiscal year)</b></p>	<p><u>Dues</u> are established by the national organization of NAMI.</p> <p><u>Fiscal Year</u> The fiscal year shall begin on July 1 of each year and end June 30<sup>th</sup> of the following year.</p>
<p><b>F. Meetings (annual, regular, special, notice of)</b></p> <p><b>Meetings (annual, regular, special, notice of) cont.</b></p>	<p><u>Annual</u> There shall be an annual meeting of the membership each year. Members will be informed of the date and time of the meeting 90 days prior.</p> <p><u>Regular</u> Members may convene for regular meetings throughout the year. Members will be informed of the date and time of regular meetings 30 days prior.</p> <p><u>Special</u> 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 3-7 days prior. 50% of Board of Directors or 50% of the members in attendance may participate virtually by conference calling .</p> <p><u>Quorum</u> 50 % of the Board of Directorst shall constitute a quorum for any meeting at which a vote is to be taken.</p>

***G. Board of Directors (size, qualifications, term of office, nomination process, vacancies, removal, general powers, conflict of interest)***

Size The Board of Directors shall have at least [6] members and no more than [ 12] members. The board must have at least 50% individuals or family members of persons impacted by mental illness. The 9 counties that comprise the Southwest Iowa MHDS region will be represented on the board.

Qualifications The Board of Directors shall be comprised of members in good standing of NAMI Southwest Iowa. The Board of Directors shall establish the policies of NAMI Southwest Iowa and shall have the power of the organization between meetings of the organization's membership unless otherwise specified in the Articles of Organization, Articles of Incorporation or these Bylaws.

Term of office The term of office of directors is two (2) years.

Nomination process Each year the President shall appoint a Board Nominating Committee comprised of three directors. Nominations for directors shall be submitted by members in writing to the Board Nominating Committee not less than 60 days prior to the Annual Meeting. The recommendations of the Board Nominating Committee shall be submitted to the general membership at least 30 days prior to the Annual Meeting. Election of Board members shall be conducted in conjunction with the Annual Meeting.

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

Removal Board members must attend or call in for every Board meeting or be

***H. Directors' Meetings (annual, regular, special, quorum, duties, consent to corporate action)***

Annual The annual meeting of the NAMI Southwest Iowa Board of Directors shall be held in **May** of each year. The election of officers will take place at this meeting.

Regular In addition to their annual meeting, the Board of Directors shall hold no fewer than three regular meetings annually, the times and places to be designated by the President.

Special Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be distributed by the Secretary to each Board member two weeks in advance of that meeting, unless notice requirement is explicitly waived by all Board members.

Quorum A majority of the Board of Directors then serving shall constitute a quorum at the annual meeting and at any regular or special meeting; and a majority of those present in either case shall have power to act in all matters.

Duties The Board of Directors is responsible for overall policy and direction of NAMI Southwest Iowa. **The board receives no compensation other than for reasonable expenses incurred in service to the organization.**

**I. Committees (executive, standing, other)**

Executive The Executive Committee shall consist of the Officers plus two additional Board members to be selected by majority vote of the Board of Directors. The Executive Committee shall exercise all powers of the Board of Directors between meetings of the Board. All proceedings of the Executive Committee shall be presented to the Board at its next meeting for inclusion in the official minutes of the Board.

Standing The President shall appoint all standing committees with approval of the Executive Committee. There shall be a Bylaws Committee for receipt and review of proposed amendments.

Other The President shall appoint all other committees with approval of the Executive Committee.

**J. Officers (president, vice president, secretary, treasurer)**

Election The election of officers shall take place at the board meeting immediately following the annual meeting at which new directors are elected to the board.

Officers shall be Board members.

President The President shall preside at meetings and serve as ex-officio member of all committees except the nominating committee. The President shall exercise such authority and perform such duties as the Board of Directors may assign. *[If the Affiliate does not have a paid Executive Director, the following language should be included in the bylaws: The President shall be the chief executive officer and shall have general supervision of the affairs of the corporation under the direction of the Board of Directors and the Executive Committee.]*

Vice President The Vice-President shall perform such duties and exercise such authority as may be assigned by the President. Should the President of the Board resign, be removed from office, become incapacitated or be unable to fulfill his/her duties that authority will fall to the Vice-President who shall become the Acting President. Upon assuming the role, the Acting President shall call a Special Meeting of the Executive Committee. The Executive Committee will determine if the Acting President should remain in the role as Acting President, in a situation where the Board President's incapacity is temporary, or if the position of Board President should be filled for the remainder of the term.

Secretary The Secretary shall identify those present, record all votes taken and author a brief summary of issues discussed at Executive Committee and Board meetings. The Secretary will

<p><b><i>K. Executive Director</i></b></p>	<p>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 NAMI Southwest Iowa. The Executive Director shall provide organizational leadership and exercise such authority and perform such duties as the President, on behalf of the Board of Directors, may assign.</p>
<p><b><i>L. Indemnification of officers, directors, employees, agents</i></b></p>	<p>The NAMI Southwest Iowa 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.</p> <p>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 Southwest Iowa for any advanced fees and costs.</p>
<p><b><i>M. Revision of amendments</i></b></p>	<p>Revision or amendments to the Bylaws may be proposed by any member or any director. Any such proposed revision or amendments shall be submitted in writing to the Bylaws Committee not less than ninety (90) days prior to the date of the next annual meeting. Each member shall receive in writing all proposed revisions or amendments to the bylaws not less than thirty (30) days prior to the next annual meeting of the members. Proposed revisions or amendments shall be presented by the Board of Directors to the membership at such next annual meeting. A [two-thirds majority of the members] voting shall be required to revise or amend the bylaws, provided a quorum is present.</p>

<b><i>N. Non-Discrimination</i></b>	NAMI Southwest Iowa shall not discriminate against any person or group of persons on the basis of race, ethnicity, culture, language, national origin, age, disability, gender, sexual orientation, gender expression, education, religion, faith, socio-economic status or lived experience.
<b><i>O. Independence</i></b>	NAMI Southwest Iowa 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.
<b><i>P. Seal</i></b>	
<b><i>Q. Dissolution</i></b>	In the event NAMI Southwest Iowa should be dissolved, any assets remaining following the payment of debts and the satisfaction of liabilities shall be made to [NAMI State Organization], for tax exempt purposes in the furtherance of its education, research, and advocacy objectives.
<b><i>R. Date of Bylaws Adoption and Amendment</i></b>	These bylaws were adopted on [ ] and last amended by the Board of Directors and approved by the membership on [ ].

Revised Oct. 2013



