

NATIONAL ALLIANCE ON MENTAL ILLNESS
of
Lake Norman/Iredell, Inc. (NAMI-Lake Norman/Iredell)
BY-LAWS
Amended
June 3, 2018

ARTICLE I NAME

The name of the organization shall be the National Alliance on Mental Illness of Lake Norman/Iredell, Inc. (NAMI Lake Norman/Iredell). NAMI Lake Norman/Iredell is an affiliate of the National Alliance on Mental Illness (NAMI) and of the National Alliance on Mental Illness North Carolina (NAMI NC).

ARTICLE II MISSION

NAMI Lake Norman/Iredell is a nonprofit organization that provides support, education, and advocacy throughout the Lake Norman Region, Iredell County, and the surrounding areas with the intent of advancing the interests of all persons affected by mental illness and their families.

ARTICLE III NAMI NAME AND LOGO

NAMI Lake Norman/Iredell acknowledges that NAMI controls the use of the name, acronym, and logo of NAMI, and that the use thereof by this corporation shall be in accordance with NAMI policy. Upon termination of affiliation with or charter by NAMI, the uses of these names, acronyms, and logo by NAMI Lake Norman/Iredell shall cease. This must be done within 30 days of notice from NAMI.

ARTICLE IV MEMBERSHIP AND MEETINGS

Section 1. Membership

- A. Members shall accept the mission of NAMI, NAMI NC and NAMI Lake Norman/Iredell and will pay annual dues. Dues are established by the Board of Directors of the National Alliance for Mental Illness (NAMI).
- B. Membership is composed of people with mental illness, their families, friends, mental health providers, mental health professionals, and people in the community interested in supporting NAMI's mission.
- C. Affiliate membership includes membership in NAMI North Carolina and NAMI.
- D. Members in good standing shall be eligible to serve on the Board of Directors or designated committees and vote in person or by proxy on all motions considered at general membership meetings.
- E. Membership data shall not be released to anyone outside of the NAMI organization without the members full knowledge and consent.
- F. The Membership categories and voting rights are determined by the NAMI Board of Directors (National Level).
- G. Members elect the Officers for the NAMI Lake Norman/Iredell Board of Directors.

Section 2. Meetings

- A. General membership meetings shall be held at least one (1) time a year or as called by the Executive Committee.
- B. There shall be a regular meeting of the membership in March. Members will be informed of the date and time of the meeting at least 30 days prior to the meeting either by notice on the designated NAMI Lake Norman/Iredell website or by email. The main purpose of this meeting will be to elect officers for the Board of Directors. Quorum for the voting of board officers will be the majority of those members in attendance and those voting by proxy.
- C. The NAMI Lake Norman/Iredell Board of Directors, or three (3) of members, may call a *special meeting* (defined as in addition to the General membership scheduled Board of Directors or other meetings) at the time, date and location of their choice. Notice of such a meeting must be given to the membership at least 14 days prior to the meeting either by notice on the designated NAMI Lake Norman/Iredell website or by email.

ARTICLE V FISCAL YEAR

The fiscal year shall begin July 1 of each year and end on June 30 of the next year.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Qualifications

The NAMI Lake Norman/Iredell Board of Directors shall be composed of members in good standing of NAMI Lake Norman/Iredell. The Board of Directors shall establish the policies of NAMI Lake Norman/Iredell 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.

Section 2. Term of Office

The term of office of Directors is 3 years. Directors may not serve unlimited terms with reelection at the end of each term.

Section 3. Meetings

- A. Regular meetings of the Board of Directors shall be held at least four (4) times a year or as called by the Executive Committee.
- B. Special meetings of the Board of Directors 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 (via email and/or phone call) to each Board member two weeks in advance of that meeting, unless notice requirement is explicitly waived by all Board members.
- C. A majority of the Board of Directors then serving shall constitute a quorum at any regular or special meeting; and a majority of those present in either case shall have power to act in all matters.

Section 4. Duties

The Board of Directors is responsible for overall policy and direction of NAMI Lake Norman/Iredell. The board receives no compensation other than for reasonable expenses incurred in service to the organization, and otherwise allowed, such as for training and conferences.

Section 5. Vacancies

Vacancies that occur on the Board of Directors shall be temporarily filled by an appointment of the Executive Committee of the Board of Directors.

Section 6. Removal

- A. Board members must attend or call in for every Board meeting or be excused. Any Board Member who shall have been absent from three (3) 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 majority 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 majority vote of the Board members present at a Board meeting.
- B. Whenever in its judgment for the best interests of the NAMI Lake Norman/Iredell to be served, any Board member may be removed from office by majority vote of the Board members present at a Board meeting.

Section 5. Governing Powers

The Board of Directors' highest duty is to preserve and perpetuate NAMI Lake Norman/Iredell. The Board shall have the power and duty to establish policy, adopt budgets, and other powers and duties necessary or appropriate for the administrative affairs of NAMI Lake Norman/Iredell. The Directors may perform all such acts as are not designated to be done by the entire membership, or prohibited by law, the Articles of Incorporation or the Bylaws. The Board of Directors has the authority to hire or dismiss an Executive Director, and is responsible to oversee, monitor and evaluate the Executive Director. Directors will perform their duties in good faith, with ordinary care, and in a manner, they reasonably believe to be in the best interest of NAMI Lake Norman/Iredell. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the performance of any duty imposed or power conferred on directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning NAMI Lake Norman/Iredell or from another person that were prepared or presented by a variety of persons, including officers and employees of NAMI Lake Norman/Iredell, professional advisors, or experts such as accountants or attorneys. A director is not relying in good faith if the director has knowledge concerning a matter in question that renders reliance unwarranted.

ARTICLE VII EXECUTIVE COMMITTEE

Section 1. Officers

The elected officers of NAMI Lake Norman/Iredell shall be the President, Vice President, Secretary, and Treasurer. Elected officers are members of the Board of Directors, and collectively they comprise the Executive Committee of the Board of Directors.

Section 2. Term of Office

The term of office of an elected officer is 2 years, continuing until the election of their successors. The Vice President, Secretary, and Treasurer may succeed themselves, subject to the three-term limit for Directors. The Past President serves as an ex-officio member of the Board of Directors for the two-year term following his or her presidency.

Section 3. Removal and Replacement

The Officers are subject to Article VI, Section 4 regarding removal from office and Article VI, Section 3 regarding replacement by filling the vacancy.

Section 4. Duties of Officers

- A. The President shall preside at meetings and serve as ex-officio member of all committees. The President shall exercise such authority and perform such duties as the Board of Directors may assign. 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. The President shall appoint the Nominating Committee as described in Article IX, Section A.
- B. The Vice President shall perform such duties and exercise such authority as may be assigned by the President.
- C. 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 submit meeting minutes within fourteen (14) days of each meeting for distribution, Board approval, and to be filed as a permanent record.
- D. The Treasurer shall monitor all revenues and expenses of the corporation, approve all payables, 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 and at such times as required by the State of North Carolina. The Treasurer shall file all tax returns as required.
- E. Any permanent changes in officers will be determined by the Executive Committee and presented to the Board of Directors for final approval.

ARTICLE VIII AUTHORIZATION TO SPEND AFFILIATE FUNDS

- A. The Treasurer is authorized to pay for any valid expenses within categories and limits established in a fiscal year budget approved by the Executive Committee. All other disbursements of funds must be approved in advance by either the Executive Committee or the membership.
- B. Expenditures not approved by the Executive Committee must be approved by a majority vote of members in good standing at a regular or Special membership meeting.

ARTICLE IX ELECTIONS

- A. Officers are nominated by a Nominating Committee appointed by the president and including at least one member who is a past president of the affiliate, if possible. A quorum of the Nominating Committee must be met in order to nominate officers.
- B. After securing the consent of the nominees to serve if elected, the Nominating Committee prepares a slate of candidates for election as officers.
- C. Officer nominations are permitted from the floor, provided the candidate is a member in good standing and has agreed to serve if elected.

ARTICLE X STANDING COMMITTEES

- A. The Executive Committee shall consist of the elected Officers. 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.
- B. 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.
- C. The President shall appoint all other committees with approval of the Executive Committee.

ARTICLE XI 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 NAMI Lake Norman/Iredell. 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.

ARTICLE XII INDEMNIFICATION

The NAMI Lake Norman/Iredell 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 Lake Norman/Iredell for any advanced fees and costs.

ARTICLE XIII NON-DISCRIMINATION

NAMI Lake Norman/Iredell 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.

ARTICLE XIV INDEPENDENCE

NAMI Lake Norman/Iredell 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.

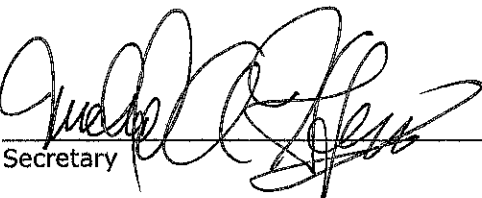
ARTICLE XV AMENDMENT TO BY-LAWS

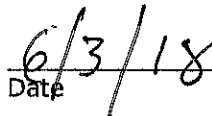
Revision or amendments to the Bylaws may be proposed by any member. Any such proposed revision or amendments shall be submitted in writing to the President and the Executive Committee. Proposed revisions or amendments shall be decided upon by the Board of Directors with a quorum and 2/3 majority vote. Revised Bylaws will then be posted in the next NAMI Lake Norman/Iredell newsletter, or website, or via email within 30 days of the approval, and a specific reply will be sent via US mail or email to the member requesting changes.

ARTICLE XVI DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to "National Alliance on Mental Illness - NAMI NC" which themselves are exempt as organizations described in section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code.

I, the duly elected and qualified Secretary of NAMI-Lake Norman/Iredell does hereby certify that the foregoing Bylaws were adopted by the Directors of NAMI-Lake Norman/Iredell at a meeting duly noticed and held on June 3, 2018.


Secretary


Date