

NAMI Missouri Bylaws

PREAMBLE

The mission of NAMI Missouri shall be to serve as an alliance of local Missouri Affiliates of NAMI and their members and of NAMI's associate members dedicated to the eradication of mental illness and to the improvement of the quality of life of those whose lives are affected by these diseases. NAMI Missouri will accomplish its mission by:

1. Coordinating activities of NAMI Missouri Affiliates in Missouri and serving as a state organization of NAMI.
2. Serving as an information collection and dissemination center within the State of Missouri.
3. Monitoring existing mental health care facilities, staff, programming for adequacy and accountability.
4. Promoting new and revision of existing legislation at state level.
5. Fostering public education about mental illness.
6. Advocating for quality institutional and non-institutional care and individualized treatment for individuals living with mental illness.
7. Promoting community support programs, including appropriate living arrangements linked with supportive social, vocation rehabilitation and employment programs.
8. Promoting research into all forms of treatment, including preventive, alternative, and rehabilitative treatment and cures.
9. Improving private and governmental funding for mental health facilities and services, care and treatment, and residential and research programs.
10. Collaborating with national and state mental illness organizations and related health organizations.
11. Delineating and enforcing patient and family rights.
12. Soliciting and receiving funds in support of functions of the Organization.
13. Encouraging and aiding in the formation of Affiliates throughout the State of Missouri.

ARTICLE I - MEMBERSHIP

SECTION 1 - TYPES OF MEMBERSHIPS:

There shall be three options for memberships: Regular, Open Door and Household.

SECTION 2 - VOTING MEMBERS:

Membership in any part of NAMI constitutes membership in the affiliate, state organization and NAMI.

Voting members shall consist of members who accept the mission of NAMI Missouri and pay the annual dues in the amount and manner established by the Board of Directors of NAMI.

1. Members

- (a) Definition – A member is a family, peer or friend of a person with mental illness who accepts the mission of NAMI Missouri and NAMI, and has paid dues and for whom annual dues have been paid to the affiliate, to NAMI Missouri and to NAMI.
- (b) Voting Rights - Members shall (I) be voting members of Affiliates, (II) nominate and elect members of the Board of Directors of NAMI Missouri as provided in Articles III and IV below, and (III) also be the unit for purposes of determining the number of votes to be allocated to Affiliates in their voting by

proportional representation in NAMI Missouri, if necessary, and except in those elections or votes outlined in these bylaws.

(c) Affiliate Membership - A member may support and work within several Affiliates but shall be a voting member of only one (1) Affiliate for NAMI Missouri purposes.

2. Local Affiliates ("Affiliates")

(a) Definition - An Affiliate shall be a group of five or more members that have been granted status as an Affiliate of NAMI by the NAMI Board of Directors through the established affiliation or re-affiliation process.

(b) Affiliation with NAMI Missouri - All Affiliates within the State of Missouri shall become members of NAMI Missouri.

(c) Good Standing - An Affiliate in good standing shall be defined as an Affiliate whose dues paying members have been entered by the Affiliate into the NAMI Membership system or who has sent dues and membership applications to NAMI Missouri to be entered into the NAMI Membership system.

(d) Endorsement of Applications - All applications to NAMI for Affiliate membership in NAMI shall be endorsed by NAMI Missouri. Failure or refusal of NAMI Missouri to endorse favorably a membership application of a proposed Affiliate may be deemed to be a dispute resolved through the provisions of Article XII.

(e) Affiliate names shall begin with the word "NAMI," and, when possible and in cases where confusion is likely, also include the state name.

ARTICLE II - FINANCE

SECTION 1 – DUES

Dues shall be set by NAMI.

SECTION 2 - DATES DUES PAYABLE

Dues are payable on each member's anniversary (expiration) date.

SECTION 3 - FISCAL YEAR

The fiscal year shall be July 1 through June 30.

SECTION 4 - APPROVAL OF EXPENDITURES

Expenditures by an officer or committee not provided in the budget must be approved by the Treasurer and President of the NAMI Missouri Board of Directors. The Board shall not commit NAMI Missouri to any financial obligation in excess of NAMI Missouri's financial resources.

ARTICLE III - MEMBERSHIP MEETINGS

SECTION 1 - ANNUAL MEETINGS

The Annual meeting of the members of NAMI Missouri shall be held annually at a location, date and time agreed upon by the NAMI Missouri Board. Notice of the annual meeting location, date and time shall be sent to all members at least ten (10) days in advance of the meeting, or if notice is mailed out by other than first class or registered mail, at least thirty (30), but not more than sixty (60) days before the meeting date.

SECTION 2 - SPECIAL MEETINGS

1. Call by President/ Board - Special meetings of the members may be called by the Board President in concurrence with the majority of the Board of Directors, or by a majority of the Board of Directors.
2. Calls by members - Special meetings may also be called by petition of one-eighth (1/8) of the members of NAMI Missouri.

3. Notice - A minimum of thirty (30) days written notice of time, date, place and purpose shall be given to members.

SECTION 3 - VOTING

1. Member Voting - Members shall vote by official, secret ballot in person or by mailed ballot provided by NAMI Missouri for directors, council representatives, and for revisions and amendments to these bylaws. Procedures outlined in the Missouri Not-for-Profit Corporate Law, Section 355.266 RSMo, unless specified otherwise in these bylaws, shall be followed.
2. Quorum - Members present in person shall constitute a quorum.
3. Voting by Proxy - Voting by Proxy is prohibited.

SECTION 4 - RESOLUTIONS AND BYLAWS AMENDMENTS

All items to be acted upon at the Annual Meeting of the membership shall be proposed by Affiliates, the Board of Directors, duly constituted committees or member petition. All proposed amendments shall be submitted in writing to the Governance Committee at least sixty (60) days in advance of the Annual Meeting. Amendments that receive the recommendations of the Governance Committee shall be sent to members for deliberation not less than thirty (30) days prior to the Annual Meeting.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1 - COMPOSITION

The Board shall consist of twelve (12) persons. This number shall include the officers of the Board.

SECTION 2 - QUALIFICATIONS

Board members shall be individuals living with mental illness or family members of a person or persons living with mental illness.

SECTION 3 - TERM OF OFFICE

1. Term - A complete term for a member of the Board of Directors is three (3) years.
2. Term Limitations - No member shall serve more than three (3) complete consecutive terms on the Board of Directors.

SECTION 4 - NOMINATIONS AND ELECTIONS

1. Nominating Committee
 - a. There shall be a Nominating Committee consisting of at least three (3) active members.
 - b. Committee members shall serve no more than three (3) consecutive one-year terms.
 - c. Nominating committee member terms expire each year.
 - d. The nominating committee members shall be appointed by a majority vote of the NAMI Missouri Board of Directors.
 - e. The Board of Directors will appoint a chairperson from the three (3) members selected to serve on the nominating committee.
2. Nominations:
 - a. NAMI Missouri Board of Directors - members shall submit nominations for members of the Board of Directors at least sixty (60) days prior to the Annual Meeting. Each nomination shall be accompanied by a brief resume of the nominee's qualifications.
 - b. NAMI Missouri Nominating Committee shall submit nominations for members of the board at least sixty (60) days prior to the annual meeting.
1. Slate of Nominees - The Nominating Committee shall prepare a slate of nominees with their qualifications, including nominations by members for the Board of Directors. The Nominating Committee shall strive to

insure balanced representation of interests of peers, minorities, ages, and of urban, rural and geographical areas within the state. Such written list of nominees and their qualifications shall be sent to members, with the written notices of the Annual Meeting as provided in Article III.

2. Nominations from the Floor - Additional nominations may be made from the floor.
3. Consent - Only those who have consented to serve may be nominated.
4. Voting Procedures
 - a. The President of the Board of Directors of NAMI Missouri shall appoint a Teller's Committee consisting of at least three (3) members.
 - b. Voting shall be by official and secret ballot or by mailed ballot provided by the NAMI Missouri office. Procedures outline in Missouri Not-for-Profit Corporation Law, Section 355.266 RSMO unless specified otherwise in these Bylaws, shall be followed.
 - c. The nominee or nominees receiving the most votes shall be considered elected.

SECTION 5 - DUTIES

The officers and members of the Board of Directors elected or appointed to their respective positions shall serve, and faithfully perform, the duties and functions of NAMI Missouri. Officers and members shall continue to serve until their replacement is appointed. This appointment and process shall be determined by the rules and regulations of the Bylaws of the corporation. The Board of Directors shall, in addition to the other duties outlined in the Bylaws:

1. Carry out the mandates and policies of NAMI Missouri as determined by the membership. Between meetings of the membership, the Board of Directors may make and enforce such policy on behalf of NAMI Missouri as is not inconsistent with the mandates and policies determined by the membership.
2. Direct business and financial affairs for and on behalf of NAMI Missouri. Be responsible for all of its property and funds, and provide for an annual audit by a certified public accountant.
3. Foster the growth and development of NAMI Missouri.
4. Fill vacancies on the Board of Directors and on committees except as otherwise provided in these bylaws.
5. Create, appoint, determine functions of, and establish priorities for such committees as it deems necessary.
6. Approve the program, time, and place of the Annual Meeting of NAMI Missouri.
7. Provide for the development and maintenance of procedural documents related to these bylaws.
8. Ensure that statements to the public made by individual board members represent consensus of NAMI Missouri.

SECTION 6 - MEETINGS OF THE BOARD OF DIRECTORS

1. Regular Meetings - The Annual Business Meeting of the Board of Directors shall be a regular meeting held following the Annual Membership Meeting for purposes of electing officers and conducting such other business as may come before the Board. In addition to its Annual Business Meeting, the Board of Directors shall have at least three (3) more regular meetings per year, the time and place to be designated by the President on written notice to the members of the Board not later than ten (10) days before the date fixed for the meeting. Additional regular meetings called by the President may be held by way of a phone conference call with the time and date to be designated by the President. The Board of Directors shall be notified of additional regular meetings by way of a written notice not later than ten (10) days prior to the date fixed for the meeting.
2. Special Meetings - The President may call a special meeting of the Board on his/ her own initiative and must call a special meeting upon on written request of a majority of the Members of the Board.
3. Notice - Written notice of the date, time, place and purpose of all special meetings shall be sent to all members of the Board not later than five (5) days before the date fixed for the meeting.

4. Meeting by Mail/Phone - When a decision is needed between meetings of the Board of Directors, voting may be conducted by phone conference call by a majority of the elected officers (Executive Committee) of NAMI Missouri.
5. Attendance by members - Members are welcome to attend all meetings of the Board of Directors and may speak at the invitation of the Board, but do not have a vote.
6. Quorum - The quorum of the Board of Directors shall be more than half of the total number of the Board Members and include two (2) of the five (5) elected officers.

SECTION 7 - VACANCIES

1. Board Vacancies - In case of any vacancy of a regular Board Member, the Board of Directors shall elect a person to fill the unexpired term until the next Annual Meeting.
2. Replacement of Directors/Officers - The Board may replace, by a majority vote of the directors then in office and upon reasonable notice by the Board, any director or officer who has three (3) absences within a year from Board meetings.

ARTICLE V - OFFICERS

SECTION 1 - COMPOSITION

The Officers of NAMI Missouri shall be a President, First Vice President, Second Vice President, Secretary, and Treasurer.

SECTION 2 - QUALIFICATIONS

Each officer shall have been a member of NAMI for two (2) years prior to the election and must remain members of NAMI during their time on the Board of Directors.

SECTION 3 - TERMS OF OFFICE

1. Term - A complete term for an officer shall be defined as one (1) year.
2. Term Limitation - All officers shall be eligible for reelection but shall not serve more than two (2) complete consecutive one-year terms. The exception is the office of Treasurer, who shall not serve more than five (5) complete consecutive terms, to include a one-year mentorship as the newly elected treasurer and a one-year mentorship as the outgoing treasurer.
3. Commencement of Term - The term of office shall begin at the close of the meeting at which the officer was elected.

SECTION 4 - DUTIES

1. The President shall:
 - a. Preside at all meetings of NAMI Missouri and be an ex officio member of all committees except the Nominating Committee.
 - b. Appoint, with the approval of the Board, all standing and special committee chairs, with the exception of the Nominating Committee, as necessary to further the work of NAMI Missouri.
 - c. Make an Annual Report and preside at the Annual Membership Meeting.
2. The First Vice President shall:
 - a. Serve as President in the event the President is absent or unable to serve.
 - b. Succeed to the Presidency for the unexpired portion of the term in the event of death, resignation, removal or disqualification of the President.
 - c. Assume such other duties as may be delegated by the President.
3. The Second Vice President shall:

- a. Act as President in the absence of the President and First Vice President.
 - b. Assume such other duties as may be delegated by the President.
4. The Secretary shall:
- a. Keep minutes of all meetings.
 - b. Present annual meeting minutes to the members at the annual membership meeting.
 - c. Submit regular meeting minutes to the Board of Directors.
 - d. Serve as corresponding secretary.
 - e. Assume such other duties as may be delegated by the President, as directed by the membership.
5. The Treasurer shall:
- a. Prepare and present a financial update report annually and at each regular meeting of the Directors.
 - b. Ensure the accounts of NAMI Missouri are audited annually.
 - c. Assist in the preparation and presentation of the annual budget.

SECTION 5 - TRANSFER OF RECORDS

The Officers and Committee Chairpersons shall transfer to the successors all records, monies, and supplies within one (1) month of completion of their term in office.

SECTION 6 - THE EXECUTIVE COMMITTEE

1. Members – The members of the Executive Committee shall be the officers of the NAMI Missouri Board.
2. Powers – The Executive Committee shall exercise all of the powers of the Board of Directors between meetings of the Board except electing officers, filling vacancies upon the Board or replacing directors or officers. It shall meet at the call of the President or of two other officers. All proceedings of the Executive Committee shall be reported in writing and submitted to the Board for approval at its next meeting.
3. Advise and Counsel – The Executive Committee shall advise and counsel:
 - a. The President concerning appointment of Chairpersons to Standing and Special Committees, possible disciplinary action associated with a member of NAMI Missouri, and approve persons to be appointed by the President to fill vacancies on the Board until the next Annual Meeting.
 - b. The Nominating Committee upon request from the Nominating Committee members.

ARTICLE VI – STANDING AND SPECIAL COMMITTEES

SECTION 1 – STANDING & SPECIAL COMMITTEES

1. The President of the Board shall designate regular, standing, or special project committees.
2. The President of the Board may select the chairperson of each committee or permit the members of the committee to select the chairperson of each committee at his/her discretion.
3. Meetings of each committee may be called by its chairperson or the Board President on notice to members of the committee. Committees shall meet as often as is necessary to conduct their business.
4. All committees shall keep brief minutes of committee meetings and submit a summary of the minutes to the Secretary and Board members at the following Board of Directors meeting.
5. The action of a majority of the committee members present and voting at a committee meeting shall be presented to the Board of Directors for final approval.

SECTION 2 – GOVERNANCE COMMITTEE

1. This committee shall consist of a Chairperson appointed by the President of NAMI Missouri and at least (1) other board member and one (1) other NAMI Missouri member in good standing selected by the Chairperson of the Committee.
2. This committee will develop and update bylaws as needed
3. This committee will receive proposed amendments and resolutions prior to the Annual Meeting according to Article III.

SECTION 3 – NOMINATING COMMITTEE

1. This committee shall consist of a Chairperson appointed by the President of NAMI Missouri and at least (1) other board member and one (1) other NAMI Missouri member in good standing selected by the Chairperson of the Committee.
2. This committee will fulfill the duties outlined in Article IV of these Bylaws.

ARTICLE VII – 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 the NAMI Missouri. The Executive Director shall exercise such authority and perform such duties as the Board President, speaking for the Board of Directors may assign from time to time to the Executive Director.

ARTICLE VIII – MISSOURI REPRESENTATIVE TO THE NAMI PEER LEADERSHIP COUNCIL

SECTION 1 - QUALIFICATIONS

1. The Missouri Representative to the NAMI Peer Leadership Council (“Peer Leadership Representative”) shall have been a member of NAMI in good standing for a minimum of two (2) years prior to the election.
2. The Peer Leadership Representative shall self-identify as an individual living with mental illness.

SECTION 2 – TERM OF OFFICE

1. Term - A complete term for the Peer Leadership Representative shall be defined as two (2) years or until their successor shall be duly qualified and elected.
2. Term Limitation - The Peer Leadership Representative shall not serve consecutive terms.

SECTION 3 – NOMINATIONS

1. Any member in good standing may submit nomination(s) for the Peer Leadership Representative at least sixty (60) days prior to the annual meeting. Each nomination shall be accompanied by a brief resume of the nominee’s qualifications.
2. NAMI Missouri staff in cooperation with the current Peer Leadership Representative and the Nominating Committee shall prepare a slate of nominees with their resumes. Such written list of nominees and a brief description of their qualifications shall be provided to members with the written notice of the annual meeting as provided in Article III.
3. Additional nominations may be made from the floor at the NAMI Missouri Annual Membership Meeting.

SECTION 4 – ELECTIONS

1. Voting shall be by office and secret ballot. Procedures outlined in Missouri Not-for-Profit Corporation Law, Section 355.266, RSMO. shall be followed unless otherwise specified in these bylaws.
2. The President of NAMI Missouri shall appoint a Teller’s Committee consisting of at least three (3) members.

3. The nominee receiving the most votes shall be considered elected.
4. In the event there are multiple nominees, the nominee receiving the second largest number of votes shall be considered Missouri's Alternate Representative to the Peer Leadership Council.
5. Upon request by the NAMI National Peer Leadership Council Representative Executive Committee or Chair, the NAMI Missouri Board of Directors may appoint a past Peer Leadership Council Representative to serve as Second Alternate Representative to the NAMI National Peer Leadership Council for special projects with the National Council.

SECTION 5- DUTIES

1. Duties as stated in the NAMI National Peer Leadership Council Operating Guidelines.
2. Attend the National Peer Leadership Council meeting at the NAMI National Annual Convention, subject to funding.
3. Promote peer inclusion on a statewide basis within NAMI.
4. Develop and promote peer leadership opportunities on a statewide basis within NAMI.
5. Other activities the Peer Leadership Representative may choose to engage in during his/her term subject to funding.

ARTICLE IX – MISSOURI REPRESENTATIVE TO THE NAMI SERVICE MEMBERS, VETERANS AND THEIR FAMILIES COUNCIL

SECTION 1 - QUALIFICATIONS

1. The Missouri Representative to the NAMI Service Members, Veterans and their Families Council ("Veterans Representative") shall have been a member of NAMI in good standing (dues current) for a minimum of two (2) years preceding the NAMI Missouri annual meeting.
2. The NAMI Missouri Veterans Representative must be a service member, veteran or close family member of a service member or veteran.

SECTION 2 – TERM OF OFFICE

1. Term – A complete term for the NAMI Missouri Veterans Representative shall be defined as two (2) years or until a successor is vetted and appointed by the NAMI Missouri Board of Directors.
2. Terms shall commence and terminate on the appropriate NAMI Missouri annual meeting date.
3. Term Limitation – The NAMI Missouri Veterans Representative shall not serve consecutive terms.

SECTION 3 – NOMINATIONS

1. Any member in good standing may submit a candidate for NAMI Missouri Veterans Representative to the NAMI Missouri Board of Directors at least sixty (60) days prior to the annual meeting. Each nomination shall be accompanied by a brief description or resume of the nominee's qualifications.
2. NAMI Missouri staff in cooperation with the current Veterans Representative shall prepare a slate of nominees with their resumes. Such written list of nominees and a brief description of their qualifications shall be provided to members with the written notice of the annual meeting as provided in Article III.

SECTION 4 – ELECTIONS

1. Voting shall be by office and secret ballot. Procedures outlined in Missouri Not-for-Profit Corporation Law, Section 355.266, RSMO. Shall be followed unless otherwise specified in these bylaws.
2. The President of NAMI Missouri shall appoint a Teller's Committee consisting of at least three (3) members.
3. The nominee receiving the most votes shall be considered elected.

4. In the event there are multiple nominees, the nominee receiving the second largest number of votes shall be considered Missouri's Alternate Representative to the NAMI Service Members, Veterans and Families Council.
5. Upon request by the NAMI National Veterans Council Representative, Executive Committee, or Chair, the NAMI Missouri Board of Directors may appoint a past Veterans Council Representative to serve as Second Alternate Representative to the NAMI National Veterans Council for special projects with the National Council.

SECTION 4- DUTIES

1. Duties as stated in the NAMI National Service Members, Veterans and their Families Council Operating Guidelines.
2. Attend the National Service Members, Veterans and their Families Council meeting at the NAMI National Annual Convention, subject to funding.
3. Promote inclusion for service members, veterans and their families on a statewide basis.
4. Develop and promote opportunities for service members, veterans and their families on a statewide basis.
5. Other activities as chosen by the Veterans Representative, subject to funding.

ARTICLE X – USE OF NAMI NAME AND LOGO

NAMI Missouri acknowledges that NAMI controls the use of the name, acronym and logo of NAMI and that use of the logo and name 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 Missouri and its members shall cease.

ARTICLE XI – NONDISCRIMINATION

NAMI Missouri and its member Affiliates shall not discriminate against any person or group of persons on the basis of race, disability, gender, religion, age or ability in the requirements for membership, policies, or actions.

ARTICLE XII – DISPUTE RESOLUTION

SECTION 1 – DISPUTE RESOLUTION BETWEEN AFFILIATES

The Board shall mediate resolution of any dispute between Affiliates/proposed Affiliates that cannot be successfully resolved by the principals. The President shall receive written notice from the Board of Directors or representatives of the of the Affiliate(s)/proposed Affiliate(s) which are party to the dispute. The notice shall describe the dispute and include the names of persons authorized to act on behalf of the parties. The President shall investigate the dispute and work with the parties to mediate a resolution. In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the President of written notice of the existence of the dispute, the dispute, together with the names of persons authorized to act on behalf of the Affiliate/proposed Affiliate, shall be referred to the NAMI Board for final and binding resolution by the NAMI Board.

SECTION 2 –DISPUTE RESOLUTION BETWEEN NAMI MISSOURI AND AFFILIATES

The Board shall mediate resolution of any dispute which cannot be successfully resolved between NAMI Missouri and its Affiliates/proposed Affiliates. The President shall receive written notice from the Board of Directors of the Affiliate(s)/proposed Affiliate(s) which are party to the dispute, notifying him of the existence of the dispute and the names of persons authorized to act on behalf of the disputants. The President shall investigate the dispute and work with the parties to mediate a resolution.

In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the President of written notice of the existence of the dispute, the dispute, together with the names of persons

authorized to act on behalf of the Affiliate/proposed Affiliate, shall be referred to the NAMI Board for final and binding resolution by the NAMI Board.

ARTICLE XIII – ADOPTION, REVISION OR AMENDMENT OF BY-LAWS

SECTION 1 – ADOPTION

These By-Laws shall be submitted at the Annual Meeting of NAMI Missouri and shall take effect after being approved by a two-thirds (2/3) majority of members present.

SECTION 2 – REVISION OR AMENDMENT

Revisions or amendments may be proposed by any affiliate or member with the signed recommendation of five (5) members, or by three (3) members of the Board of Directors. Any such proposed revision or amendment shall be submitted to the Governance Committee not less than sixty (60) days prior to the date of the next Annual Meeting. Notices of proposed amendments shall be provided to all members as set out in Article III along with a copy or summary of the proposed revisions or amendments. Proposed revisions or amendments shall be presented to the voting membership at the next Annual Meeting. A two-thirds (2/3) vote of the members voting shall be required to adopt a proposed revision or amendment to the Bylaws.

ARTICLE XIV – NOT-FOR-PROFIT CORPORATION LAW

Wherever not otherwise provided in the By-Laws, NAMI Missouri shall be governed by the not-for-profit corporation laws of the State of Missouri.

ARTICLE XV – PARLIAMENTARY AUTHORITY

A current edition of Robert's Rules of Order, Newly Revised shall govern the conduct or business in all applicable cases that are not in conflict with these By-Laws or in standing rules that are adopted.

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Revised 05/15/1995
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