**Bylaws of NAMI-Grand Rapids Area**

Adopted 9/16/2008

Amended 8/19/2014

Amended 8/16/2016

Amended 8/15/2017

**I. Mission**

A. To provide support, education and advocacy for people with mental illness and their families.

B. To promote better quality of care, rights and interests of people with mental illness, particularly of those who cannot speak for themselves, and to advocate policies at the local, state and national levels to accomplish these objectives.

C. To help families and friends of people with mental illness by providing emotional support, education and information.

**II. Membership**

A. Membership is composed primarily of people with mental illness, their families, friends, mental health providers/associated professionals, and people in the community.

B. Members are part of NAMI, NAMI Minnesota and NAMI Grand Rapids Area.

C. Members in good standing (current dues paid) are eligible to hold office and vote in person or by proxy on all motions considered at general membership meetings.

D. Control of this organization rests with the members. The organization 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.

**III. Dues**

A. Affiliate members pay dues annually as established by the NAMI Minnesota Board of Directors.

B. The local or state Board of Directors may waive or reduce dues for individual members at their discretion.

**IV. Membership Meetings**

A. Regular meetings of the membership will be held once a month except in July and December.

B. The August or September membership meeting is designated as the Annual Meeting for the election of officers and other official business.

C. Special meetings of the members may be called by the President, the Board of Directors or on request of five or more members.

**V. Fiscal Year**

The fiscal year begins July 1 and ends June 30.

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**VI. Board of Directors/Meetings**

A. The Board of Directors will consist ofa minimum of seven and a maximum of elevenmembers including the four elected officers—President, Vice-President, Treasurer and Secretary. The officers may elect by majority vote as many as seven additional directors from among the affiliate members to serve concurrent terms.

B. A majority of the Board of Directors shall constitute a quorum at all board meetings.

C. New board members shall be solicited by the Member Services Committee and presented to the board for approval by majority vote.

**VII. Terms of Office**

A. The officers and board members at large shall serve two year terms, continuing until the election of their successors. Officers can serve a maximum of two consecutive terms.

B. The immediate Past President serves as an ex-officio member of the Board of Directors.

C. The Board of Directors may replace any director or officer who has failed to attend three consecutive board meetings. After giving reasonable notice to the director or officer involved, board may declare the office vacant.

D. The board will elect replacements to fill vacant elective positions except for the office of President which will be voted on by the general membership.

**VIII. Duties of Officers**

A. The President presides at all meetings of the members and of the Board of Directors. The President appoints chairpersons for all committees except the Nominating Committee, with the approval of the Board, and supervises their work. The President acts as the affiliate’s executive officer and, in general, performs the duties usually associated with the office of President.

B. The Vice President succeeds the President in case of a vacancy in that office and performs the duties of the President in his absence or due to disability. The Vice President undertakes other responsibilities assigned by the President.

C. The Secretary handles correspondence for the affiliate and records minutes of all meetings of the membership and the Board of Directors.

D. The Treasurer receives and disburses all the affiliate’s funds and maintains a complete and accurate account of all funds received and disbursed. The Treasurer provides members an annual financial report listing all receipts and disbursements by budget category after the close of the fiscal year.

**IX. Elections**

A. Officers are nominated by a Nominating Committee, organized by the Member Services Committee, with input from the Board of Directors.

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.

**X. Standing Committees**

A. The Board of Directors creates suitable standing committees as needed.

B. The Board of Directors may create special committees as needed.

**XI. NAMI Name and Logo**

A. This Organization acknowledges that the National Alliance on Mental Illness controls the use of the name, acronym and logo of NAMI and that their uses by this corporation shall be in accordance with NAMI policy.

B. Upon termination of affiliation with or charter by NAMI, the uses of these names, acronyms and logo by this Affiliate member shall cease.

**XII. Non-Discrimination**

This Organization shall not discriminate against any person or group of persons on the basis of race, ethnicity, culture, language, national origin, geographic origin, gender, faith, religion, gender expression, socio-economic status, sexual orientation, disability, age or lived experience in the requirements for membership, its policies, or actions.

**XIII. Indemnification**

The Organization 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 Grand Rapids Area for any advanced fees and costs.

**XIV. Dissolution**

In the event NAMI Grand Rapids Area should be dissolved, any assets remaining following the payment of debts and the satisfaction of liabilities shall be made to NAMI Minnesota for tax exempt purposes in the furtherance of its education, research, and advocacy objectives.

**XV. Parliamentary Authority**

A current edition of *Robert’s Rules of Order* shall govern the conduct of business in all cases in which they are applicable and not in conflict with the bylaws.

**XVI. Amendments**

Any proposed amendment to the affiliate bylaws is to be presented in writing to the entire general membership at least three weeks before the meeting at which it is to be voted on. Ratification of the amendment requires a favorable vote by at least two-thirds of the voting members in good standing.

8/15/2017