

CONTENTS OF BYLAWS Updated 2-20-2019

1. the official name of the organization;
2. the object or purpose of the organization
3. requirements for membership such as dues, fees, professional standing, etc.;
4. officers and designations relative to titles, duties, election and terms of office;
5. designations of regular, special and annual meetings;
6. establishment, composition, powers, and special rules pertaining to Board of directors and Executive Board;
7. establishment, composition, and duties of committees;
8. auxiliaries, departments, divisions and matters of finances such as fiscal year, budgets, general and special funds, investments and audits. (This is an optional article. Rules pertaining to these matters are often placed in standing rules of the organization.);
9. parliamentary authority that will be used by the organization; and
10. methods or procedures for amending the bylaws.

[Bylaws have been changed to create a Preamble format to maintain similarity to both NAMI-MASS and NAMI National. The rewrite of the activities intended to accomplish the mission of NAMI-WM are a compilation of the 2012 version of the bylaws.]

Preamble

The NAME of this organization shall be NAMI Western Massachusetts, Inc. NAMI-WM acknowledges that NAMI controls the use of the name, acronym and logo of NAMI and the use shall be in accordance with NAMI policy and that termination affiliation with NAMI, the uses of these names, acronyms and logo by NAMI-WM shall cease. Within 30 days of termination, NAMI-WM will change its name to reflect that it is no longer connected to NAMI.

The MISSION of NAMI Western Massachusetts, Inc. (NAMI-WM) is to provide support, education, and advocacy on behalf of individuals diagnosed with a mental illness, their families and professionals in the mental health field.

NAMI-WM will accomplish its mission through the following:

- 1. Advocating for a mental health system in Massachusetts that recognizes the need for and provides comprehensive individual care and treatment in programs structured to promote functional progress of the mentally ill.**
- 2. Affiliating with NAMI Massachusetts, NAMI, and other organizations with similar intentions on a state and national level to advocate for the purposes as stated above.**
- 3. Providing and promoting education and support opportunities for individuals with brain illnesses as well as family education and support opportunities.**
- 4. Keeping families informed of services and facilities available.**
- 5. Advocating, encouraging, promoting, and supporting the development of new legislation or the revision of existing legislation at the state and national level.**
- 6. Promoting and providing general public education and awareness of the nature of mental illness and combating stigma and its consequences.**
- 7. Monitoring existing mental health care delivery systems, including all gatekeeper functions, to insure adequate access, capacity, and quality, as well as accountability of same. Members accept the mission of NAMI-WM.**

8. Promoting community support programs, including appropriate living arrangements linked with supportive social, rehabilitation, vocational and employment programs.
9. Working to insure that individuals with mental illness are diverted from the criminal justice system.
10. Delineating and enforcing patient and family rights.
11. Soliciting and receiving funds in support of functions of NAMI-WM.

ARTICLE I – MEMBERSHIP AND MEMBERSHIP DUES

[Article I, Section 1 includes the clarification that membership is open to individuals with brain illness.

This Section also includes a change allowing that professionals, currently working in the field of mental health, are eligible as full members.

Article I, Section 2 includes a change that allows professionals to be non-dues paying members.

Article I, Section 6 adds further clarification of issues resolvable by the Executive Board.]

1. Membership is open to those persons who desire to assist in accomplishing the goals of this organization as set forth elsewhere in these by-laws, which goals may be revised from time to time.
2. **Advisory Membership and other Non-voting membership categories:** Professionals, currently working in a field that may be of use to the Board, but for one reason or another do not wish to assume full Board membership, may be on an Advisory Committee, elsewhere defined in these Bylaws and assume Advisory Membership. Advisory Members do not have voting rights on the Board or at a General Meeting, they cannot be elected to hold an office, nor are they required to pay the annual membership dues. The Board shall have the authority to establish and define non-voting categories of membership.
3. One paid up membership held by either an individual or by a Household shall be entitled to one vote.
4. Any dispute regarding membership shall be referred to the Executive Board to resolve. The Executive Board shall be the final authority on such matters.
5. Membership dues are to be assessed per person or Household for one year. Amount of the dues shall be determined by the National affiliate of NAMI.
6. If there is a member who alleges that he or she cannot afford to pay the dues, then the Executive Board under its authority given in Section 4 of this Article shall review the matter and determine whether all or part of the dues shall be waived.
7. Members accept the mission of NAMI-WM.

ARTICLE II OFFICERS, TERMS, AND ELECTIONS

[Executive Board meeting times, call to meeting and agenda preparation are defined. A procedure has been defined for polling Executive Board members when a “serious or urgent issue” needs resolution. The procedures for the resignation of Executive Board members and the President are defined.]

1. EXECUTIVE BOARD

- a. Shall consist of the elected officers of the organization (President, Vice President, Treasurer and Secretary) whose duties are listed in Article IV plus two additional Board members.
- b. When deemed advisable, and at the discretion of the Board of Directors, the Executive Board may be modified to stipulate co-Presidents.

- c. The Executive Board shall meet when needed and meetings may be called by the President or members of the Executive Board . The agenda shall be prepared by the President.
 - d. In the event an issue should come up between the regularly scheduled Executive Board Meetings, which issues the President or any Executive Board member feels is serious or urgent enough not to wait until the next regularly scheduled Executive Board meeting, then the Executive Board may be polled by phone, e-mail or facsimile to vote on the issue. The issue shall carry if a majority of the Executive Board approves the issue, by signifying his or her consent by phone, facsimile or e-mail. In the case of a phone vote, the President or President's designee shall record the vote and, at the next regularly scheduled Board meeting, the Board member/s who voted by phone, shall sign his or her name/s to the phone vote. A form shall be created for such purposes. It is the responsibility of the President or President's designee to collect the phone votes, facsimiles and e-mails. The Executive Board members have 72 hours to vote by any means on any such serious or urgent issues that may come up between regularly scheduled Executive Board meetings. Any Executive Board member not voting within the 72 hour time period will be recorded as having abstained.
 - e. The term of the Executive Board shall be for two years.
2. **BOARD OF DIRECTORS** - hereafter called the Board, shall consist of the Executive Board and up to ten Board members. All Board members must be members in good standing of NAMI-WM.
 3. Election of officers and members to the Board, approval of by-laws revisions and permanent commitments of affiliations with other organizations rests solely with the general membership or as otherwise provided in these bylaws.
 4. Elections for officers and Board members will be at the first general meeting of the fiscal year. Disclosure of candidates and notice of election shall be mailed to members a minimum of two weeks prior to the election date.
 5. An acceptance vote for the slate of officer candidates by the general membership is also authority for the Executive Board and the Board in total to conduct the routine transactions, functions and business of the organization (as defined in Article IV, Section 7, Subsection (f)) for the membership, in accordance with the existing bylaws.
 6. The term for up to seventeen elected Board members shall be for two years but staggered so that nine are elected one year, and eight the following year when the Board membership is at its full seventeen. The responsibility for maintaining the stagger concept shall rest with the nominating committee. There is no intent to limit the number of terms one person can serve continuously or in any one position, except for the President.
 7. The president will be limited to two consecutive terms. After one term out of office, the former president will be eligible to run for another two terms. There is no limit to the number to times an individual can serve as president as long as they are out of office for one term following two consecutive terms in office.
 8. Any Board member may resign by sending a written letter of resignation to the President of the Board. If the President of the Board resigns, he or she must send a written letter of resignation to the then sitting vice-president.
 9. If a Board member seat is vacated during the two-year term, the Executive Committee may propose a replacement to fill the vacant seat, subject to approval of the full Board.

ARTICLE III - MEETINGS

[Article III was constructed to include the definition of all meetings and any voting constraints in the same article for ease of reference.]



1. **Board Meeting** - The Board of Directors shall meet once per month to conduct Board business. A quorum for a Board meeting conducting business requiring an approval vote is set at a majority of current Board members. Unless otherwise noted, matters requiring an approval shall be carried by a majority vote of the Board members present at a meeting for which there is a quorum.
2. **General Meeting** - A General Meeting shall be held at least one time per year to conduct the business of the entire membership. A quorum for a general meeting shall consist of 33% of the membership plus 1 or 25 members whichever is smaller. All Motions before the general membership must be approved by a majority of the members attending the meeting, provided a quorum is present. Each member or Household member shall have one vote. Members will be notified of the date and time of the meeting 30 days in advance of the meeting.
3. **Educational Meeting** - An educational meeting shall be held at least one time per year and which shall invite the membership, the general public and professionals in the mental health field to attend.
4. **Support Meetings** - Support meetings shall be held at least monthly throughout the geographic region of NAMI-WM.
5. **Special Meeting** - 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 30 days prior to the meeting.

ARTICLE IV - BOARD AUTHORITY AND RESPONSIBILITIES

1. **President** -
 - a. Shall preside over all meetings and have the power and responsibility to create committees on the advice of the Board or membership, delegate responsibility and authority except as limited herein.
 - b. Shall be responsible for publishing an agenda to Board members at least a week prior to a meeting.
 - c. Shall appoint all standing committees with the approval of the Executive Committee.
 - d. When there is no paid Executive Director, 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.
2. **Vice President** -
 - a. 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.
 - b. Shall assist the President as needed and as requested.
 - c. Shall assist the President as needed and as requested.
3. **Treasurer** -
 - a. Shall provide accurate records of the organization's financial activity of the previous month at each Board meeting.
 - b. Shall provide a short, concise statement of financial solvency at each Board meeting.
 - c. Shall be responsible for the collection of and disbursement of funds upon proper authorization.
 - d. Shall prepare and submit all state and federal forms as required.

4. **Secretary** - or Secretary's Designee

- a. Shall keep at the affiliate office or such other place as the Board may direct, a book of minutes of all meetings and actions of directors, committees and members, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those present at the Board and committee meetings, and the proceedings thereof.
- b. Shall keep, at the affiliate office, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date.
- c. Shall keep, at the affiliate office, a record of the Board of Directors, showing each Board member's name, address, and year of Board nomination.
- d. Shall give notice of all meetings of members, of the Board and of committees of the Board required by these Bylaws to be given.
- e. Shall submit meeting minutes prior to the next meeting of the Board of Directors.

5. **BOARD MEMBERS** -

- a. Shall attend Board meetings as full voting members of that Board and be prepared to assume the duties in the absence of any officer. Board members shall agree to miss no more than three meetings, not counting illness. A Board member who is ill shall notify the Executive Director of their inability to attend a meeting.
- b. Each Board member shall agree to serve on at least one committee which is designated as a committee in the bylaws.
- c. In the event that a Board member misses more than three meetings of the Board, 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 the Board member as separate circumstances 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.
- d. In the event an issue should come up between the regularly scheduled Board Meetings, which issues the President or any Board member feels is serious or urgent enough not to wait until the next regularly scheduled Board meeting, the Board may be polled by phone, e-mail or facsimile to vote on the issue. The issue shall carry if a majority of the Board approves the issue, by signifying his or her consent by phone, facsimile or e-mail. In the case of a phone vote, the President or President's designee shall record the vote, and at the next regularly scheduled Board meeting, the Board member/s who voted by phone, shall sign his or her name/s to the phone vote. A form shall be created for such purposes. It is the responsibility of the President or President's designee to collect the phone votes, facsimiles and e-mails. The Board members have 72 hours to vote by any means on any such serious or urgent issues that may come up between regularly scheduled Board meetings. Any Board member not voting within the 72-hour time period will be recorded as having abstained.
- e. In the event an office or a position on the Board becomes vacant, the Executive Board shall by majority vote fill the vacancy for the balance of the term.
- f. The Board is authorized to act on routine items defined as all necessary actions associated with the organization. The Board cannot act on the election of officers, the election of Board members, and revision of the bylaws except as otherwise provided for in these bylaws.
- g. The Board shall have the authority to vote on matters affecting funds, general policy and permanent commitments with other organizations, including the Department of Mental Health and shall make and record a firm motion and the resulting vote thereon. On any issue where there is or may be a conflict, the President may designate a Committee to look into the issue before the Board votes.
- h. All board members are required to sign the NAMI-Wm Conflict of Interest disclosure form annually. Failure of a new or current Board member to sign this form within thirty (30) days of receipt will result in automatic dismissal from the Board.

ARTICLE V - **COMMITTEES**

1. **Nominating Committee** At least 90 days prior to the scheduled Annual Meeting the President shall submit a three member Nominating Committee for Board approval. In soliciting nominees for the Board of



Directors, the committee shall, insofar as possible, provide for representation of the various geographic areas within NAMI-WM. Nominations shall be submitted to the Nominating Committee in writing at least 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.

2. **Advisory Committee** shall be a permanent part of NAMI-Western Massachusetts Inc. appointed by the Board, with duties and structure as defined herein.
 - a. To the extent that members can be recruited, the committee will consist of fourteen members divided in the following manner:
 - 2 appointed Board members
 - 4 consumers
 - 4 family members of consumers
 - 1 psychiatric physician for adults
 - 1 psychiatric physician for children
 - 1 psychologist for adults or DMH personnel for adults
 - 1 psychologist for children or DMH personnel for children
 - b. The Advisory Committee shall meet quarterly as a minimum, working to an agenda composed by the Advisory Committee members. The agenda shall be designed to involve those with a history of serious mental illness and family members of those with a history of serious mental illness in the identification and correction recommendations to the problems and needs they perceive as affecting the quality of life of said persons and their families.
 - c. Minutes of Advisory Committee meetings shall be distributed to the Board as additional input to be discussed, evaluated and action initiated on those recommendations when appropriate.
3. **Endowment Trustee Committee** will recommend to the NAMI – Western Massachusetts Inc. Board of Directors, the policies governing an endowment fund as described in Article VI Section 3. The Endowment Trustee Committee shall be comprised of 5 NAMI – Western Massachusetts Inc. members, (2 Board members and 3 from the general membership).
4. **Other Committees** The President shall appoint members to a Budget Committee, a Fund Raising Committee and other standing and special committees as needed and approved by a majority of the Board of directors.
5. **Tenure** All Committee members shall serve from appointment to a date indicated when appointed or until their successors are appointed.
6. **Meetings of Committees** Committees shall meet on call of the chairman of the committee or of the President.

ARTICLE VI - **FINANCES AND STANDING RULES OF THE ORGANIZATION**

1. **FISCAL YEAR** - shall be the same as the calendar year.
2. **DONATIONS** - may be accepted in the name of the organization. Donations are tax deductible only to the extent permitted by tax laws.
3. **ENDOWMENT FUND** - NAMI – Western Massachusetts Inc. shall establish an Endowment Foundation Fund. An Endowment Trustee Committee will recommend to the NAMI – Western Massachusetts, Inc. Board of Directors, the policies governing this fund.
4. **ARTICLES OF ORGANIZATION**

- a) Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the following purposes: charitable, scientific, or educational purposes, as specified in Section 501 [c] (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 [c] (3) of the Internal Revenue Code of 1954.
- b) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.
- c) No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Internal Revenue Code 501 [h], or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office).
- d) In the event of a dissolution, all of the remaining assets and property of the corporation shall after payment of necessary expenses thereof be distributed to NAMI-MA for furtherance of its education, research, and advocacy objectives.
- e) NAMI Western Massachusetts, Inc., formerly known as the Alliance for the Mentally Ill of Western Massachusetts Inc. (AMI-WM) was organized under the:
 - i) The Commonwealth of Massachusetts Articles of Organization (Under G.L. Ch. 180) of NAMI Western Massachusetts Inc., effective 13 January 1983 and Articles of Amendment 3 February 1984, as amended, October 20, 1987.
 - ii) Internal Revenue Service, Department of the Treasury letters of notification of non-profit foundation of September 17, 1984 and May 9, 1985 with assignment of Employer Identification Number: 04-2783175.

ARTICLE VII - PARLIAMENTARY AUTHORITY PROCEDURE

1. The rules contained in the current edition of Robert's Rules of Order govern the organization in all cases to which they apply and which do not conflict with these bylaws or any special rules or order that the organization may adopt.
2. The Board at its first meeting after the annual meeting shall designate a parliamentarian to advise the Board as to issues concerning Robert's Rules of Order.

ARTICLE VIII - AMENDING BYLAWS

1. Revision or amendments to the Bylaws may be proposed by any member or any director.
2. Any 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.
3. 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 members.
4. A two thirds (2/3) majority of the members voting shall be required to revise or amend the Bylaws, provided a quorum is present.

ARTICLE IX - PUBLICATIONS

1. Newsletters shall be published at least four times per year.

2. The newsletter shall be distributed to the membership, giving pertinent information regarding Support Meetings, Educational Meetings and shall provide information of interest and value to the membership.
3. The newsletter can also be the vehicle for official notices to the membership provided time constraints of the bylaws are met.

ARTICLE X - INDEMNIFICATION OF OFFICERS, BOARD MEMBERS, EXECUTIVE DIRECTORS, EMPLOYEES, MEMBERS AND AGENTS

1. Any person who is or was a past or present board member, officers, executive director, employee, member or agent of the Board or is or was serving at the request of the Board shall be indemnified in the manner and to the full extent that is allowed under Massachusetts General Laws Chapter 180 (corporations) and 156B (domestic corporation having capital stock as were established prior to October first, nineteen, hundred and sixty five and which were, on September thirtieth, nineteen hundred and sixty-five, subject to all the provisions of chapter one hundred and fifty-six of the General Laws as then in effect.) as now in effect or hereinafter amended;

Provided, however, that the corporation shall not so indemnify such person or purchase or maintain indemnity insurance for the benefit of such person in the event such indemnification or expenditure would either (i) then constitute an act of “self-dealing” or a “taxable expenditure”, as defined by Sections 4941 [d](1) and 4945 [d], respectively, of the Internal Revenue code of 1954, as amended (or a corresponding provision of any future United States Internal Revenue Law) which would give rise to any liability for the excise taxes imposed by Section 4941 [a] (2) of said Code as amended, or (ii) violates the provisions of said General Laws of Massachusetts then in effect.

2. Officers and directors shall not be indemnified for any action determined by the Board of Directors to have been taken in bad faith.

ARTICLE XI- Executive Director

1. When the finances of the organization allow, an Executive Director shall have general direction of and supervision over the day-to-day affairs of NAMI-WM.
2. The Executive Director will be employed by the Board of Directors.
3. The Executive Director shall provide organizational leadership and exercise such authority and perform duties as the President, on behalf of the Board of Directors may assign.
4. The Board of Directors shall develop a job description for the Executive Director and will conduct a performance evaluation annually of the Executive Director.

ARTICLE XII- Non-Discrimination

NAMI-WM 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 XIII- Independence

NAMI-WM shall be independent of other agencies and advocacy groups not affiliated with NAMI, and shall not share Bylaws, articles of incorporation of boards of directors with such other groups.

NAMI National Board of Directors Policies and Procedures

Procedures for Termination of Organizations and Affiliates

1. Authority

- 1.1. In accordance with the provisions of Sections 5 and 6 of Article I of the NAMI National Bylaws, the NAMI National Board ("NAMI Board") may terminate the charter of an Organization or terminate the membership status of an Affiliate when the NAMI Board determines that the Organization or Affiliate fails to comply with the NAMI National Bylaws, NAMI National Operating Policies and Procedures implementing the Bylaws or NAMI National chartering or affiliation criteria, or otherwise engages in a course of conduct inconsistent with the mission and purposes of NAMI. The NAMI Board may, by vote of two-thirds of its then present membership, terminate the charter of an Organization or the membership status of an Affiliate.
 - 1.2. The board of an Organization may, at any time, request that the NAMI National Board terminate its charter and the board of an Affiliate may, at any time, request that the NAMI National Board terminate its membership status, by giving written notice of such request to the President of the NAMI National Board. Such notice shall include sufficient evidence that the request has been approved by majority vote of a properly constituted board, at a meeting, with adequate notice and properly convened for such purpose. All such requests for voluntary termination shall be deemed to be granted, effective upon receipt of written acknowledgment from the President.
2. Notice
- 2.1. Notice of the existence of circumstances that may warrant termination of the charter of an Organization may be given to the President by any member or members of the Organization or by national staff designated by the NAMI National Executive Director for purposes of monitoring the operation of NAMI Organizations. Such notice shall be in writing, signed and include a brief statement describing the circumstances that may warrant termination as well as the mail address, email address and telephone number of the member or members. Such notice may not be submitted electronically.
 - 2.2 Notice of the existence of circumstances that may warrant termination of the membership status of an Affiliate may be given to the President by the authorized representative of the Affiliate's Organization and by national staff designated by the NAMI National Executive Director responsible for monitoring the operation of NAMI Affiliates. Such notice shall be in writing, signed and include a brief statement describing the circumstances that may warrant termination as well as the mail address, email address and telephone number of the authorized representative. Such notice may not be submitted electronically.

Ethics Statement

We, as NAMI professionals (staff and board members), dedicate ourselves to carrying out the mission of this organization. We will do the following:

- Recognize that the chief function of NAMI at all times is to serve the best interests of our constituency.
- Accept as a personal duty the responsibility to keep up to date on emerging issues and to conduct ourselves with professional competence, fairness, impartiality, efficiency, and effectiveness.
- Respect the structure and responsibilities of the board, provide them with facts and advice as a basis for their making policy decisions, and uphold and implement policies adopted by the board.
- Keep the NAMI community informed about issues affecting it.
- Conduct our organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.
- Exercise whatever discretionary authority we have under the law to carry out the mission of the organization.
- Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.
- Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all our activities in order to inspire confidence and trust in our activities.

- Avoid any interest or activity that is in conflict with the conduct of our official duties.
- Respect and protect privileged information to which we have access in the course of our official duties.
- Strive for personal and professional excellence and encourage the professional developments of others.

Ethics Policy

NAMI believes strongly that its members must uphold the highest standards of ethical, professional behavior.

- To hold paramount, the safety, health, and welfare of the public in the performance of professional duties.
- To act in such a manner as to uphold and enhance personal and professional honor, integrity, and dignity of the profession.
- To treat with respect and consideration all persons, regardless of race, religion, gender, abilities, age, or national origin.
- To engage in carrying out NAMI's mission in a professional manner.
- To collaborate with and support other professionals in carrying out NAMI's mission.
- To build professional reputations on the merit of services and refrain from competing unfairly with others.

Code of Ethics for the Board

The following code of ethics was adopted by the board and sets forth the standards the board expects from its members.

- To become familiar with and committed to the major responsibilities of a governing board
 - Setting mission and purposes
 - Appointing the chief executive
 - Supporting the chief executive
 - Monitoring the chief executive's performance
 - Assessing Board performance
 - Insisting on strategic planning
 - Reviewing educational and public-service programs
 - Ensuring adequate resources
 - Ensuring good management
 - Preserving institutional independence
 - Relating to the community
 - Serving as court of appeals
- To support NAMI's fund-raising efforts through personal giving in accordance with one's means (to both annual funds and capital drives), and to be willing to share in the solicitation of others.
- To devote time to learn how NAMI functions—its uniqueness, strengths, and needs, its place in the industry.
- To carefully prepare for, regularly attend, and actively participate in board meetings and committee assignments.
- To accept and abide by the legal and fiscal responsibilities of the board as specified by institutional charter, bylaws, and state statutes and regulations.
- To vote according to one's individual conviction, to challenge the judgment of others when necessary, yet to be willing to support the decision of the board and work with fellow board members in a spirit of cooperation. To recognize that the board chair alone speaks for the board.
- To maintain the confidential nature of board deliberations and to avoid acting as spokesperson for the entire board unless specifically authorized to do so.
- To understand the role of the board as a policy-making body and to avoid participation in administration policy.

- To learn and consistently to use designated institutional channels when conducting board business (e.g., responding to staff and volunteer grievances, responding to inquiries concerning the status of a chief executive search, etc.)
- To comply with conflict-of-interest policy and disclosure developed by the board.
- To refrain from actions and involvement that might prove embarrassing to the institution and to resign if such actions or involvement develop.
- To make judgments always on the basis of what is best for the organization as a whole.

No Board members may represent themselves as speaking on behalf of NAMI to any group or organization without the President's authorization. When a board member speaks on behalf of NAMI, any honoraria shall be paid to NAMI.¹

Conflicts/Mediation Processes

Between Board members

NAMI Bylaws do not provide for a specific procedure to address conflicts within the Board. If direct discussion between the parties does not lead to resolution, it is advisable to engage the President as a mediator. One of the President's key roles is to help maintain harmonious relationships between Board members.

Between Board members and the Executive Committee

NAMI Bylaws provide no procedure for resolving disputes. Direct discussions and a spirit of compromise usually are sufficient to handle difficulties.

Between Board members and the Executive Director

Direct discussion with the Executive Director is an essential first step in resolving problems. If that is inadequate, the President should be informed.