



NAMI Western Massachusetts, Inc.

(D.B.A. National Alliance on Mental Illness of Western Massachusetts)

Bylaws (Final Revision 11/18/2020)

Approved by Membership on

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Article 1. Name

The name of this organization shall be NAMI Western Massachusetts, Inc. d/b/a National Alliance on Mental Illness Western Massachusetts, formerly known as the Alliance for the Mentally Ill of Western Massachusetts (AMI-WM).

Article 2. Mission

NAMI Western Massachusetts is a nonprofit organization that provides support, education, and advocacy throughout the Massachusetts Counties of Franklin, Hampden, and Hampshire counties, on behalf of individuals and families affected by mental illness. NAMI Western Massachusetts may also engage in any other lawful activities in which a corporation is allowed under provisions of Chapter 180 of the General Laws of Massachusetts.

Article 3. Membership

NAMI Western Massachusetts is a membership organization; as such, term is defined under Massachusetts law. Members accept the mission of NAMI, NAMI MA, and NAMI Western Massachusetts and pay annual dues. Affiliate members pay dues yearly as established by the Board of Directors of NAMI.

Members of NAMI Western Massachusetts are automatically members of NAMI, NAMI Massachusetts, and NAMI Western Massachusetts. Members have one vote and approve Board Nominations and Bylaw changes proposed by the NAMI Western Massachusetts Board at the NAMI Western Massachusetts Annual Meeting. **Membership may be in the name of an individual or household.** In the event of a NAMI Household membership, only the primary member has one vote.

In order to be a member in “good standing” each member must have paid his/her annual dues and be listed in the NAMI membership database as a current member. The sharing of Membership Dues among NAMI, NAMI Massachusetts and NAMI Western Massachusetts shall be the NAMI Membership Database suggested proportional split (Default Split).

Article 4. NAMI Intellectual Property

NAMI Western Massachusetts 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 Western Massachusetts shall cease. Within 30 days of termination, NAMI Western Massachusetts will change its name to reflect that it is no longer connected to NAMI.

Article 5. Financial Parameters

The Fiscal Year shall begin on January 1 and shall end on December 31.

Article 6. Meetings

Section 6-1. Annual Meeting: There shall be an Annual Meeting of the membership each year with a target date during the first six months of the year. Members will be informed of the date, time, and location of the meeting 30 days prior to the meeting. The major purpose of the Annual Meeting is to elect Board members and Officers and approve bylaw changes, if any.

At the annual meeting, the election of directors and any revision of these bylaws shall be confirmed by a vote of members of NAMI Western Mass in person or by absentee ballot. A quorum shall consist of at least 15% of members to be present in person or virtually for the election of directors, motions and/or a vote on a revision of these bylaws. Election of directors requires the sum of 30% of the members attending the meeting in person, virtual or by absentee ballot. Absentee ballots will be available 30 days prior to the annual meeting and must be received in the NAMI Western Mass office by date set forth by the nominating committee. Minutes of the Annual Meeting shall be published and made available to the membership within 30 days after the meeting. **Election of directors is by plurality vote. The candidates receiving the highest number of votes will be elected, until the number of vacancies are filled, as set forth in the notice of meeting, have been filled. Votes will be counted by an Election Committee appointed by the President, which shall act as inspector of elections. In the event of a tie for the last available vacancy, the President will cast a deciding vote, unless the President is a candidate for re-election, in which case a deciding vote will be cast by the chairperson of the Nominating Committee.**

Section 6-2. Regular Meetings: Meetings of the membership may be held for educational, social or special occasions, as desired. All members will be notified for such occasions.

Section 6-3. Special Meetings: The President, one-third (1/3) of the Board of Directors, or 10% of members, may call a special meeting at the date, time, and location of their choice. One possible reason for members to call a special meeting may be to review an action of the Board of Directors. An action of the Board of Directors may be altered or rescinded by a two-thirds (2/3) vote of the members present and those voting by absentee ballot. Notice of a special meeting must be given to the membership 90 days prior. Minutes of the special meeting shall be published within 30 days after the meeting and made available to the membership.

Section 6-4. Board of Directors Meetings: Board of Directors Meetings shall meet at least once per quarter, preferably monthly, to conduct Board business. The President shall organize and manage the meeting. Board Meetings are open to the public and to the membership. Other members of the affiliate may speak at the invitation of the Board, but do not have a vote at Board meetings. Minutes of the meeting shall be published within four weeks (28) days after the meeting and made available to the membership.

Section 6-5. Quorum Requirements for All Meetings:

- (1) Annual Meeting and special membership meetings: A quorum shall consist of at least **15% of members to be present in person or virtually.**
- (2) Board of Directors: majority of the Board.
- (3) Any Board committee: as determined by these Bylaws or as the committee determines at its first meeting, with the exception of the Nominating Committee. A quorum for the Nominating Committee is all members should present in person or virtually.

Section 6-6. Majority Voting: All motions or appointments before the general membership shall first be approved by a majority of the Board prior to the meeting. Motions or appointments can be passed by the sum of 30% of the members attending the meeting in person, virtual or by absentee ballot provided a quorum is participating.

Section 6-7: Notice of meetings: shall be submitted to the general membership at least 30 days prior to the meeting including Annual Meeting. The newsletter can also be the vehicle for official notices to the membership provided time constraints of the bylaws are met.

Section 6-8. Parliamentary Procedure:

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.

With the approval of the Board, but not required, 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 7. Board of Directors (Directors)

Section 7-1. Composition, Responsibilities: The Board of Directors shall have at least four members. The number of Directors shall be as determined by the Board of Directors from time to time. The Board of Directors is responsible for overall policy and direction of NAMI Western Mass. Each Director shall continue in office until his successor shall have been qualified and elected, or until his or her resignation has been accepted by the Board. The Board receives no compensation other than for reasonable expenses incurred in service to the organization.

The Board of Directors, hereafter called the Board, shall consist of the Executive Committee and up to ten Board members. and be comprised of members in good standing of NAMI Western Mass and include but not limited to, both persons in recovery and family caregivers of persons living with a mental health condition. The Board shall establish the policies of NAMI Western Mass 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. These responsibilities are subject to Massachusetts Law.

The Directors shall attend Board meetings as full voting members of that Board and be prepared to assume the duties in the absence of any officer.

The Board shall have the authority to vote on matters affecting funds, general policy and permanent commitments to other organizations and shall make a firm motion and record of all Board decisions is required. 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.

Subject to the limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

The Board may, by majority vote, adopt and from time to time amend a written statement of norms, expectations, standards and procedures for participation by members of the Board in the proceedings of the Board and the governance of the affairs of NAMI Western Massachusetts ("Standards"). Members of the Board are expected to conform to any such Standards in their conduct as directors.

Section 7-2. Nominating Schedule: Each year, 90 days before the Annual Meeting, generally at the October Board meeting, with the approval of a majority of the Board, the President shall appoint a Board

Nominating Committee comprised of three members and of those three, appoint a committee chair. Nominations for directors shall be submitted by members to the Board Nominating Committee not less than 60 days prior to the Annual Meeting. The Nominating Committee shall propose to the board a list of candidates for Officers and Directors, 60 days before the Annual Meeting, generally at the November Board meeting. (see Section 8.1) The recommendations of the Board Nominating Committee, after the approval of the majority of the existing Board, shall be submitted to the general membership at least 30 days prior to the Annual Meeting, the first general meeting of the fiscal year. Election of Officers and Directors shall be conducted in conjunction with the Annual Meeting.

Section 7-3. Vacancies: Vacancies that occur on the Board in between Annual Meetings shall be temporarily filled by an appointment of the Executive Committee that may propose a replacement to fill the vacant seat, subject to the approval of the full Board. Directors serving in temporary appointments will be put to vote before the full membership at the next Annual Meeting.

Any proposed Board candidate:

- (1) Shall be a NAMI member in good standing.
- (2) Provide a resume and Board application.
- (3) Embrace the organization's mission, services, policies and programs.
- (4) Understands the board's governing and fiduciary responsibilities.
- (5) Complies with conflict of interest and confidentiality policies.
- (6) Willing to serve on a standing board committee or ad hoc committee at the request of the board president.
- (7) Willing to serve as an ambassador/advocate for NAMI.
- (8) Willing and able to attend NAMI functions such as Advocacy Day, WALK and statewide convention.
- (9) Contributes or participates in fundraising activities.

Section 7-4. Resignations: Any member desiring to resign from the Board shall submit his/her resignation in writing to the President of the Board. If the President resigns, s/he must send a written letter of resignation to the then sitting Vice-President, who shall present it to the Board for action of those present. Board Officers who resign will make a best effort to find candidates willing to serve in their position.

Section 7-5. Missed Board Meetings Board members must attend or call in for every Board meeting or be excused. Board members shall agree to miss no more than three meetings, except for illness. If a Board member should miss, without notification to the President, three successive Board meetings, the Board shall consider and/or vote on whether to ask that member to resign. 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.

Section 7-6. Conflict of Interest Disclosure Form: All Board members are required to sign the NAMI Western Mass Conflict of Interest disclosure form annually. Failure of new or current Board members to sign this form within thirty (60) days of receipt will result in automatic dismissal from the Board.

Section 7-7. Online or Conference Calls: Directors may on occasion attend Executive or Regular Board Meetings by online or conference call so long as all Directors are able to hear one another. The President may on occasion, for matters other than appointments or bylaw changes, ask for a conference call vote of the Board, so long as the President otherwise complies with the notice requirements provided in these Bylaws. The Secretary will record and publish the minutes of the online or conference call, making the minutes available to the members. The quorum and majority voting requirements described herein shall apply to any virtual board meeting. The outcome will be filed with the minutes of the Board.

Section 7-8. Board Decisions Between Board Meetings: When a decision is needed between meetings of the Board, voting may be conducted by mail (including fax and email), if approved by a majority of the elected officials. The outcome will be filed with the minutes of the Board.

Section 7-9. Terms: NAMI Western Mass is a membership organization; as such, term is defined under Massachusetts law. A term is defined as the time between subsequent Annual Meetings (approximately one year). Directors are elected to two year terms. The maximum number of Directors to the Board is seventeen. Board members shall serve for two years: but staggered so that nine are elected one year, and eight the following year. 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. The President can serve up to two consecutive terms. After one term out of office, the former president will be eligible to run for another two terms.

In the event that the annual meeting has not taken place as specified in Article 6, Section 1. The incumbent officers and directors shall continue to hold office until the annual meeting takes place.

Section 7-10 Removal: A Board member may be removed from office for cause. For purposes of this Section and Article 8, Section 8.1, “cause” shall mean a determination by the Board that the Board member has (a) engaged in fraud, dishonesty, misconduct or gross negligence or otherwise acted in willful disregard for NAMI Western Massachusetts’s best interests, mission and reputation, or (b) repeatedly failed to adhere to the Board’s written Standards. Any such removal shall require the vote of a majority of the Directors present at a duly convened meeting. Each Board member shall be given at least seven (7) days written notice that a resolution to such effect is to be presented to the Board, which notice shall include a brief statement of the circumstances constituting cause for such removal.

Article 8. Committees

Section 8-1. Executive Committee: The Executive Committee shall consist of the Officers: President or co-Presidents, Vice President, Treasurer and Secretary **plus two additional Directors.** The Executive Committee shall meet when needed and meetings may be called by the President or members of the Executive Committee. The agenda shall be prepared by the President. The Board shall define the role of the Executive Committee. 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. A quorum to conduct business for the Executive Committee shall consist of a minimum of three persons. No more than two members of the same family may sit on the Executive Committee. The term of the Executive Committee shall be for two years.

Section 8-2. Standing Committees: The President shall appoint members to all standing and special committees as needed and approved by a majority vote of the Board. There shall be a Bylaws Committee for receipt and review of proposed amendments. Other standing committees could consist of advisory, budget, education, fundraising, and membership development. Committees shall meet on call of the committee Chair or President. **With the exception of the Nominating Committee, Board Committee Chairs can appoint members of the committee, define dates of meetings, publish an agenda and manage the meetings. Any financial decisions or extensive proposals in committees shall be approved by a majority vote of the Board.**

Article 9. Officers

Section 9-1. Officers Required, Residency: In accordance with Massachusetts Law, the corporation shall have a President, Vice President, and Secretary. The Secretary shall reside in Massachusetts. Additionally, NAMI Western Mass shall require a Treasurer who shall also reside in Massachusetts. All other Board Members need not reside in Massachusetts but reside in States adjacent to Massachusetts.

Section 9-2. Duties of President: The President shall preside at Board meetings and serve as ex-officio member of all committees except the nominating committee. The duties of the President are as follows: 1. Shall be responsible for publishing an agenda to Board members prior to a meeting. 2. Shall appoint all standing committees with the approval of the Executive Committee. 3. 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 and the Executive Committee. 4. The President shall exercise such authority and perform other such duties as the Board may assign. The President is a voting member of the Board.

Section 9-3. Optional Appointment of Executive Director: At the discretion of the Board, NAMI Western Mass may appoint an Executive Director. The Executive Director is a member of NAMI Western Mass and may or may not be a paid employee, as determined by a vote of the Board. The duties and responsibilities of the Executive Director are determined by the Board. The Board shall develop a job description for the Executive Director and annually will conduct a performance evaluation.

Section 9-4. Duties of 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. **If no Vice-President is then in office, the Treasurer shall succeed to the office of President. In either such event, the Board shall, as soon as possible, elect a new President and Vice-President.**

Section 9-5. Duties of Secretary or Secretary's Designee: The Secretary shall identify those present, record all votes taken and author a brief summary of issues discussed at Executive Committee, Board meetings, Annual Meeting, and any special meetings that are called. The Secretary will submit meeting minutes within fourteen (14) days of each meeting unless otherwise specified in article 6 to be distributed for Board approval, to be made available to the membership and to be filed as a permanent record. Shall keep, at the affiliate office, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date. Shall keep, at the affiliate office, a record of the Board, showing each Board member's name, address, and year of Board nomination. Shall give notice of all meetings of members, of the Board and of committees of the Board required by these Bylaws to be given. The secretary should reside in Massachusetts and serve as the official non-profit Clerk for the State of Mass.

Section 9-6. Duties of Treasurer: 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 an annual report to the membership immediately after the close of the year, listing all receipts and disbursements by budget categories. The Treasurer shall present the books for audit and at such times as required by the State of Massachusetts. The Treasurer is responsible for all NAMI Western Mass State and Federal filings. With a two-thirds (2/3) approval of the Board, the Treasurer may contract out to an independent firm any of the duties that fall under the Treasurer's responsibility. The Treasurer shall qualify, as members in good standing, the members present and those submitting absentee ballots when voting is to be held at all annual and special meetings.

Section 9-7. Holding More than One Office: One person may not hold more than one board officer position.

Article 10. Indemnification of Officers, Directors, Employees, Agents

Each person who is or was a director, officer, employee or agent of NAMI Western Mass or is or was serving at the request of NAMI Western Mass as a director, officer, employee, trustee or agent of another

corporation, partnership, joint venture, trust or other enterprise shall be indemnified by NAMI Western Mass in the manner and to the full extent that NAMI Western Mass has power to indemnify such person under Chapters 180 and 156B of the Massachusetts General Laws. NAMI Western Mass shall not indemnify a person if this action could be construed as an act of self-dealing or a taxable expenditure as defined by the Internal Revenue Code or by Massachusetts General Laws.

Article 11. Amendments to Bylaws

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 to the membership at such next Annual Meeting. A two-thirds (2/3) majority of the members present and those voting by absentee ballot shall be required to revise or amend the Bylaws, provided a quorum is met.

Article 12. Non-Discrimination

NAMI Western Mass shall not discriminate against any person or group of persons based on race, ethnicity, culture, language, national origin, age, disability, gender, sexual orientation, gender expression, education, religion, faith, socio-economic status or lived experience.

Article 13. Independence

NAMI Western Mass 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 14. Dissolution

In the event NAMI Western Mass should be **abandoned or dissolved by a majority vote of the members**, any assets remaining following the payment of debts and the satisfaction of liabilities shall be made to a NAMI organization in good standing in the furtherance of its education, research, and advocacy objectives. NAMI Western Mass shall dissolve the corporation following the rules set by the State Attorney General and the Internal Revenue Service.

Article 15. Date of Bylaws Adoption and Amendment

These Bylaws were adopted and last amended by the Board of Directors on 11/18/2020 and approved by the membership on __/__/2021.