

# **NAMI BOARD PROCEDURES MANUAL**

Adopted March 28, 2022

Updated January 24, 2023

Updated June 6, 2023

Updated December 16, 2024

Updated January 23, 2025

Updated March 17, 2025

Updated February 26, 2026

**NAMI BOARD PROCEDURES MANUAL**  
**TABLE OF CONTENTS**

I.	Advisory Councils to the Board	Page 3
	Board Member Service on Advisory Councils	Page 4
II.	Board Member Expectations for Candidates	Page 5
III.	Board of Director Elections	Page 7
IV.	Peer Leadership Council-Elected Director Election	Page 11
V.	Executive Directors Council-Elected Director Election	Page 15
VI.	Board Officer Elections	Page 19
VII.	Board Member Vacancies	Page 21
VIII.	Board Officer Vacancies	Page 22
IX.	NAMI Bylaws Amendment Submission	Page 23
X.	Board Self-Assessment	Page 26
XI.	Chief Executive Officer Performance Assessment	Page 27
XII.	Challenging Board Behavior	
	1. Confidentiality Breaches	Page 28
	2. Conflicts & Mediation	Page 29
	3. Inappropriate Behaviors	Page 30
XIII.	Dispute Resolution	Page 31
XIV.	Committee Structure and Membership	Page 38
XV.	Dues Structure	Page 39
XVI.	Mentor Program	Page 40
XVII.	Minutes & Agendas	Page 41
XVIII.	Public Policy Positions	Page 42
XIX.	Pledge Agreement	Page 43
XX.	Board Travel Policy	Page 46
XXI.	Bylaws Requirements for Incorporated Organizations	Page 49
XXII.	Appendix A – Advisory Councils Charter	Page 51

I.  
NAMI  
Advisory Councils to the Board

Effective Date  
Reviewed/Revised:

PROCEDURE

The Board seeks well-informed, reliable, efficient, and effective communication to and from NAMI's grassroots in order to inform the Board's decision-making. To this end, the Board is supported in its work by six Advisory Councils. The Councils are:

- (1) Peer Leadership Council
- (2) Executive Directors' Council
- (3) Service Members, Veterans, and Their Families Council
- (4) State Presidents' Council
- (5) Affiliate Presidents' Council
- (6) FaithNet Council

Each Council functions in an advisory role, responds to Board requests, and is accountable to the NAMI Board of Directors. Their primary purpose is to represent their stakeholders' perspectives to the Board as it considers policy and actions that may affect the mission, vision, and/or membership. The Board's intent is to be inclusive and knowledgeable in its decision-making processes without being subjected to lobbying on behalf of any stakeholder(s).

As advisory bodies, each Council has authority over its Council's business but not over Board or staff decisions. Rather, Councils serve as a resource to help the Board better understand the potential impact of its decisions and public policies on the stakeholders they represent. Each Council has decision-making abilities within their Council's functions as stated in their charters.

Each Council develops a charter that specifies scope of work, authorities, practices, and processes for approval by the Board. They have access to staff through an appointed staff liaison. Since they do not automatically have a budget for Council operations, if they desire NAMI financial support for activities such as virtual meetings or convention-related activities, they may request the Board's support in this capacity prior to budget approval.

Additional Councils may be created by the NAMI Board.

## Board Member Service on Advisory Councils

NAMI Board Members may participate in any of the six advisory councils and in other working groups organized to advise NAMI, provided that Board members:

- (1) do not take any formal leadership role, and
- (2) must always be clear that their actions and opinions as participants do not officially represent or reflect the actions and opinions of the Board unless acting under express authorization or appointment by the Board, or the President on behalf of the Board, in order to represent the Board officially.

II.  
NAMI  
Board Member Expectations for Candidates

Effective Date

Reviewed/Revised:

PROCEDURE

The NAMI Board of Directors will adopt Board Member Expectations and review them at least every three years.

The Elections Chair(s) is/are responsible for sharing the Board Member Expectations with all prospective board members, including Advisory Council members who are considered candidates for the NAMI Board. All candidates are required to sign the document affirming they have received and read the document.

The expectations reflect the responsibilities of every elected NAMI Board Member. Board Members are expected to meet or surpass these responsibilities every year of their Board service.

The Board Member Expectations include:

General Expectations:

- Become familiar with and committed to the major responsibilities of a governing board.
- Devote time to learning and understanding how NAMI functions.
- Treat with respect and consideration all persons, regardless of race, religion, gender, abilities or disabilities, age, sexual orientation, or national origin.
- Follow trends in the field of mental health and illness.
- Engage in policy but not administrative decision making.
- Learn and consistently use designated institutional channels for communication and conduct of board business.
- Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.
- Avoid prejudiced judgments on the basis of information received from individuals.
- Serve the organization as a whole, rather than special interest groups.
- Maintain the highest level of independence, objectivity, truthfulness, ethics and personal integrity.
- Make judgments always based on the best interest of the organization as a whole.

Board and Committee Meetings:

- Prepare for, regularly attend, and actively participate in all board and assigned committee meetings.
- Vote according to one's individual convictions, and then support all board majority decisions.
- Maintain confidentiality of the Board's executive sessions and discussions, as appropriate.

#### Relationship with Staff:

- Support the Chief Executive and provide counsel as a collective board.
- Maintain a respectful relationship with staff with the understanding that only the Chief Executive works for the board.
- Make only minor requests of staff (e.g., for information already available); if a request is more substantial in concept or time commitment, contact and discuss with the President first.
- Direct staff with grievances to follow established policies and procedures through their supervisors.
- Avoid asking for special favors of the staff, without prior consultation with the Chief Executive, Board President, or Committee Chairperson.

#### Avoiding Conflict:

- Comply with Board ethics and conflict of interest policies.
- Avoid even the appearance of a conflict of interest, and disclose any possible conflicts to the Board Chair in a timely fashion.
- Never accept or offer favors or gifts from or to anyone who does business with the organization.

#### Fiduciary Responsibility:

- Accept and abide by the board's legal and fiduciary obligations.
- Exercise prudence with the board in the control, protection, and transfer of funds.

#### Ambassador Role:

- Always speak positively about the NAMI organization including Board, staff, members, and other stakeholders.
- Speak on behalf of NAMI or the Board publicly only when asked to do so by authorized persons.
- Refrain from actions or involvements that might embarrass the organization.
- Make sure personal opinions are noted as such and not as representing an official position of the Association when posting on social media, blogging, or in other outlets.

#### Fundraising (see Fundraising and Giving Policy in the Board Policy & Governance Manual):

- Support NAMI's fundraising efforts through personal giving in accordance with one's means (to the annual fund and capital drives).
- Be willing to participate in the cultivation, solicitation, and/or stewardship of other donors and funders.

III.  
NAMI  
Board of Director Elections

Effective Date: Dec. 16, 2024  
Reviewed/Revised: Feb. 26, 2026

PROCEDURE

1. Call for Nominations. In accordance with Article IV § 3(2) of the Bylaws, the President shall annually issue a call for nominations of candidates for election as directors in conjunction with the Annual Business Meeting.
  - 1.1 The Board may approve a brief statement to be included in the call that describes any areas of need in the composition of the Board in terms of expertise, experience, or diversity.
2. Nomination Requirements. Nominations for election as a regular director – including nomination separately for election of any regular director necessary to complete the balance of a term to which a director has been appointed by the Board in accordance with Article IV § 6. of the Bylaws and the Board Member Vacancies section of this Procedures Manual – shall adhere to all Bylaws.
  - 2.1 Nominations may be made only by NAMI Affiliates (“Affiliates”) – Incorporated and Unincorporated – or NAMI State Organizations (“State Organizations”) considered in good standing.
    - 2.1.1 For purposes of this section and voting eligibility, “in good standing” means Affiliates and State Organizations must have 1) a signed NAMI Affiliate Agreement or a signed State Charter Agreement, and 2) the required level of membership – Affiliates must have 5 active members and State Organizations must have 3 affiliates In Good Standing. These criteria will be communicated annually to the field upon the call for nominations.
  - 2.2 The quantity of nominations made by an Affiliate or a State Organization is stated in Article IV § 4. of the Bylaws to be one individual.
    - 2.2.1 Both Incorporated and Unincorporated Affiliates are eligible to put forth a nomination. Unincorporated Affiliates must inform their respective State Organization of the nomination.
  - 2.3 Nominees must be NAMI members and members of record of the Affiliate or State Organization making the nomination at the time the nomination is made.
  - 2.4 Nominations must be received by NAMI sixty (60) days prior to the commencement of the NAMI Annual Business Meeting, pursuant to Article IV § 4 of the Bylaws. This date will be determined and communicated each year.
  - 2.5 Emailed notice of nomination, signed by the chief officer of the Affiliate or State Organization submitting the nomination and documenting authorization of the nomination by the Affiliate or State Organization, shall be received by staff designated by the Chief Executive Officer for such purpose, by the communicated deadline.
    - 2.5.1 The chief officer is defined as the Affiliate/State Organization President or Executive Director. If the chief officer is the nominee, then another proper officer must be the signatory. For example, if the Executive Director of the organization is being nominated, the President must sign.
    - 2.5.2 In lieu of a chief officer for the Affiliate, at least three members of the Steering Committee or the affiliate leadership group must serve as the signatories. The State Organization must be informed of the nomination being put forth. Any other requirements for Unincorporated Affiliates will be communicated to the field upon the call for nominations.

- 2.6 NAMI may require additional procedures for both nominators and those nominated, to accompany such nominations.
- 2.6.1 Such procedures should be communicated in annual election materials and made available to the field upon request.
3. Vetting and Notification. Upon receipt of each nomination, NAMI National staff designated by the Chief Executive Officer for such purpose shall (1) promptly record the date of receipt, (2) determine that both the person nominated, and the nominator meet the requirements outlined in Section III.2 of these procedures, (3) notify the nominee and nominator of such determination or ineligibility for election, and (4) provide each eligible nominee with:
- (1) the Board Policy & Governance Manual;
  - (2) the Procedures Manual; and
  - (3) the Board Candidate's Acknowledgement form by which the candidate confirms their willingness to be nominated, be a candidate for election, agree to terms set forth in the Board Member Expectations section of this Procedures Manual, and serve if elected.
- 3.1 Nominators will be asked to affirm that they believe the candidate they are putting forward will meet or exceed the expectations set forth in the Board Policy & Governance Manual and Board Procedures Manual. Candidates will be asked to affirm that same intent as part of the certification process.
4. Communication with Candidates. The Election Chair(s) and assigned staff will maintain regular communication with candidates, helping to introduce them to the work of the NAMI organization and its Board, which may include a Board Member Expectations presentation prior to the close of candidate nominations.
- 4.1 Systems to ensure that all candidates receive the same information at the same time and in the same manner are instituted for fairness, which may include a candidate call, meeting and/or packet of information. Responses to questions asked by one candidate will be shared with all candidates when the information is pertinent to the collective whole.
5. Board Composition. Prior to the annual election of the Board of Directors, the Election Chair(s) shall ensure that the field is informed of:
- (1) the percentage of self-identified directors currently serving on the Board who have or have had mental illness or who are the parents or other relatives, including civil partners, of persons who have or have had mental illness; and
  - (2) the resulting number of directors that may be elected to the Board at such Annual Business Meeting who are not self-identified as having or having had mental illness or being the parents or other relatives, including civil partners, of persons who have or have had mental illness.
- 5.1 In the event that, based on the confirmed candidates seeking election, the composition of the Board might not meet the composition requirement in accordance with Article IV § 2(1) of the Bylaws, all confirmed candidates and all Affiliates, State Organizations, and voting delegates will be so informed and informed of the process under this section that shall be used to determine the election outcome.
- 5.2 If the election results, including the results for election as necessary to complete the balance of a term to which a Director has been appointed in accordance with Board Member Vacancies of this Procedures Manual, indicate that the Board composition requirement would not be satisfied, the Election Chair(s) shall declare ineligible the candidate with the lowest vote among all candidates ineligible in accordance with the Board composition

requirement. If necessary, the Election Chair(s) shall continue to do so until the resulting Board composition is in accordance with the Board composition requirement.

6. Fair Elections. NAMI seeks to conduct a fair elections process for all Board candidates and nominators. To that end, candidates and nominators will be asked to respond affirmatively to their agreement with these two items:

(1) NAMI has a “no campaigning” and egalitarian treatment of all candidates. This policy was initiated to maintain decorum in NAMI elections and to retain a fair elections process for all candidates.

- Candidates may not directly solicit voting members for their support.
- Candidates may not use their personal or professional social media platforms (Facebook, Twitter, Instagram, Snapchat, and any other additional platforms that NAMI identifies in its sole discretion), those platforms of NAMI organizations, those platforms of individuals or groups supportive of their candidacy or with a vested interest in the outcome of the NAMI election, to advertise and promote their candidacy. NAMI may, at the discretion of the Election Chair(s), post information about candidates on social media and/or emails. If NAMI is directly to do so, all approved candidates will be posted equally.
- Candidates’ venues for reaching voting members may vary from year to year but are specified at the outset of each election season by the NAMI Board Policy & Governance Committee.
- Candidates are expected to demonstrate their leadership by upholding this policy themselves and by intervening promptly in the event that their supporters may act outside the spirit of this policy.
- Nominators of candidates must also uphold this policy and are prohibited from campaigning on behalf of the candidate.

(2) In the event that candidates do not uphold this policy, the Elections Chair(s) may impose limitations on the promotion of an individual’s candidacy. These limitations shall be determined in the sole discretion of NAMI and may include, but not be limited to: informing voting entities of campaigning violations, reducing and/or eliminating candidates in violation access to approved venues to reach voting members.

6.1 Board candidates are not eligible to receive scholarships from NAMI for purposes of offsetting expenses related to their attendance at the NAMI Convention when the convention is hosted in-person. This policy is intended to remove any potential or perceived favoritism of one candidate over another, or pressure on NAMI staff to make awards to candidates for the Board. This policy applies only to NAMI scholarships and is not intended to place any restriction on other funding that candidates may secure.

7. Voting Information. Only Affiliates and State Organizations in good standing for purposes of voting in accordance with the Bylaws are eligible to vote. Voting information is provided to every eligible Affiliate (Incorporated and Unincorporated) and State Organization at least 30 days in advance of the NAMI Annual Business Meeting (Article XI.). Materials are also posted on the NAMI website.

7.1 For the purposes of voting rights, “in good standing” means Affiliates and State Organizations must have 1) a signed NAMI Affiliate Agreement or a signed State Charter Agreement, and 2) the required level of membership – Affiliates must have 5 active members and State Organizations must have 3 affiliates In Good Standing. These criteria will be communicated annually to the field prior to the opening of voting.

8. Member Meeting. Please refer to Article III § 1 of the Bylaws for information on the time, location,

and quorum for the Annual Business Meeting. Further information about the voting process is outlined below.

9. Voting Process. Voting is conducted using an online voting system which allows voting electronically.
  - 9.1 Affiliates and State Organizations are asked to identify a delegate to vote on their behalf. The process of selecting who will serve as the voting delegate is called “credentialing.” To receive a ballot, each Affiliate or State Organization must credential their organization to vote by assigning a delegate to cast the online ballot.
    - 9.1.2 Candidates are prohibited from serving as an organization’s voting delegate. If a chief officer is a candidate, another individual must be selected to vote on behalf of the organization.
  - 9.2 The opening and closing of voting will be determined each year by the Board of Directors in consultation with NAMI National Staff.
  
10. Results. Subject to the provisions of the Qualifications provision in Article IV § 2 of the Bylaws, the four candidates receiving the most votes shall be declared to be elected.
  - 10.1 Immediately following the close of voting, NAMI National staff designated for such purpose by the Chief Executive Officer will notify the Elections Chair(s) of the results. The Election Chair(s) shall notify the NAMI President, candidates, and other staff deemed appropriate of the election outcome.
  - 10.2 In the event of a tie, the Board of Directors will review the two candidates and vote on the candidate that will be elected to serve.
  - 10.3 Any matter of dispute related to the election shall be referred to the Elections Chair(s) whose decision shall be final and binding.
  - 10.4 Voting records shall be secured, kept confidential and maintained by the Election Moderator for a period of not less than three (3) years following the election.
  - 10.5 Elected Board Members will be announced at the Annual Business Meeting.
    - 10.5.1 Individual vote tallies of the candidates will not be disclosed.

IV. NAMI  
Peer Leadership Council-Elected Director Election

Effective Date: Dec. 16, 2024

Reviewed/Revised:

PROCEDURE

Peer Leadership Council-Elected Director

At each third annual meeting, the Peer Leadership Council (“PLC”) shall elect from its members the Peer Leadership Council director (“PLC-elected Director”) for a term of three years or until his or her successor shall have been elected and duly qualified to fill the vacancy of the Peer Leadership Council director whose term shall have expired that year (Article IV § 3(3) of the Bylaws).

The NAMI PLC-elected Director shall be a full member of the NAMI Board and shall not act as a PLC representative to the NAMI Board.

The PLC-elected Director shall at no time serve on the PLC Executive Committee as an officer; the PLC-elected Director sits on the PLC Executive Committee as a non-voting, ex-officio member.

1. Call for Nominations. In accordance with Article IV § 3 of the NAMI Bylaws, every three years, the NAMI President shall issue a call for nominations of candidates from the current membership of the PLC in conjunction with the NAMI Annual Business Meeting.
  - 1.1 The NAMI Board may approve a brief statement to be included in the call that describes any areas of need in the composition of the NAMI Board in terms of expertise, experience, or diversity.
  - 1.2 The NAMI President and/or Election Chair(s) may consult with the PLC Chair and PLC staff liaison(s) prior to the call for nominations to review the election process, including the call for nominations and the role of the PLC Chair.
  
2. Nomination Requirements. Nominations for the PLC-elected Director shall adhere to the NAMI Bylaws and the requirements below.
  - 2.1 Nomination for the PLC-elected Director shall be made by a current member of the PLC as defined in the PLC Charter. Each nomination will require a second by an additional member of the PLC. Self-nomination, or a second for one’s own nomination, is prohibited.
  - 2.2 PLC members may only submit one nomination; members are not able to nominate more than one candidate for PLC-elected Director.
  - 2.3 All nominees must be a current member of the PLC as defined in the PLC Charter and have an active NAMI membership.
  - 2.4 In accordance with the nomination procedure for election of NAMI Board by the full membership, nominations must be received at the NAMI office sixty days prior to the commencement of the Annual Business Meeting, pursuant to Article IV. Section 4. Of the NAMI Bylaws. This date will be determined and communicated each year.
  - 2.5 Handwritten or emailed notice of nomination, signed by both PLC members submitting the nomination, shall be received by staff designated by the Chief Executive Officer for such purpose, by the communicated deadline.
  - 2.6 NAMI may require a specific procedure for both nominators and those nominated, to

accompany such nominations and shall provide that procedure when required.

2.6.1 Such procedures should be communicated in annual election materials and made available to the field upon request.

3. Vetting and Notification. Upon receipt of each nomination, assigned staff shall (1) promptly record the date of receipt, (2) determine that both the PLC member nominated, and the PLC members that submitted the nomination meet the requirements outlined in Section 2 of these procedures, (3) notify the nominee and nominators of such determination or ineligibility for election, and (4) provide each eligible nominee with:

- (1) an invitation to the NAMI Board Member Expectations presentation, and/or a copy of the slides and the link to its recording and evaluation;
- (2) the NAMI Board Policy & Governance Manual;
- (3) the NAMI Board Procedures Manual; and
- (4) the NAMI Board Candidate's Acknowledgement form by which the candidate confirms their willingness to be nominated, be a candidate for election, agree to terms set forth in the Board Member Expectations section of this Procedures Manual, and serve if elected.

3.1 Nominators will be asked to affirm that they believe the candidate they are putting forward will meet or exceed the expectations set forth in the NAMI Board Policy & Governance Manual and NAMI Board Procedures Manual. Candidates will be asked to affirm that same intent as part of the certification process.

4. Communication with Candidates. The Election Chair(s) and assigned staff will maintain regular communication with candidates, helping to introduce them to the work of the NAMI organization and its Board, including a NAMI Board Member Expectations presentation prior to the close of candidate nominations.

4.1 Systems to ensure that all candidates receive the same information at the same time and in the same manner are instituted for fairness, including an informational call with the candidates after the close of nominations. Responses to questions asked by one candidate will be shared with all candidates when the information is pertinent to the collective whole.

4.2 The Election Chair(s) and assigned staff may also include the PLC Chair and PLC staff liaison(s) in communications with candidates.

4.2.1 If the PLC Chair is a candidate, then they shall receive information in the same manner as all other candidates to promote a fair and equitable elections process.

5. Fair Elections. NAMI seeks to conduct a fair elections process for all NAMI Board candidates and nominators, including for candidates and nominators for the PLC-elected Director. To that end, candidates and nominators will be asked to respond affirmatively to their agreement with these two items:

- 1) NAMI has a "no campaigning" and egalitarian treatment of all candidates. This policy was initiated to maintain decorum in NAMI elections and to retain a fair elections process for all candidates.
  - Candidates may not directly solicit voting members for their support.
  - Candidates may not use their personal social media platforms (Facebook, Twitter, Instagram, Snapchat, and any other additional platforms that NAMI identifies in its sole

- discretion), those platforms of NAMI organizations, those platforms of individuals or groups supportive of their candidacy or with a vested interest in the outcome of the NAMI election, to advertise and promote their candidacy.
- Candidates' venues for reaching voting members may vary from year to year but are specified at the outset of each election season by the NAMI Board Policy & Governance Committee.
  - Candidates are expected to demonstrate their leadership by upholding this policy themselves and by intervening promptly in the event that their supporters may act outside the spirit of this policy.
- 2) In the event that candidates do not uphold this policy, the NAMI Elections Chair(s) may impose limitations on the promotion of an individual's candidacy. These limitations shall be determined in the sole discretion of NAMI and may include, but not be limited to: informing voting entities of campaigning violations, reducing and/or eliminating candidates in violation access to approved venues to reach voting members.
- 5.1 NAMI Board candidates are not eligible to receive scholarships from NAMI for purposes of offsetting expenses related to their attendance at the NAMI Convention when the convention is hosted in-person. This policy is intended to remove any potential or perceived favoritism of one candidate over another, or pressure on NAMI staff to make awards to candidates for the NAMI Board. This policy applies only to NAMI scholarships and is not intended to place any restriction on other funding that candidates may secure.
6. Election timeline. Nominations, voting information distribution, and voting will follow the timeline established for the NAMI Board of Directors election process, unless otherwise noted within these procedures.
7. Quorum. Quorum for the PLC is defined in the PLC charter.
8. Voting Information. Voting information is provided to every eligible PLC voting member in accordance with the PLC Charter. Materials are also posted on the NAMI website ([www.nami.org/voting](http://www.nami.org/voting)).
9. Voting Process. Voting is conducted using an online voting system which allows voting electronically.
- 9.1 All voting members of the PLC as defined in the PLC charter are eligible to vote.
- 9.2 The PLC Chair and PLC staff liaison(s) are responsible for submitting a current PLC roster to staff responsible for managing the online voting system. The deadline for submitting the roster will be determined based on the date that voting opens.
- 9.3 The opening and closing of voting will align with the timeline for the NAMI Board elections.
10. Results. The candidate receiving the most votes shall be declared to be elected.
- 10.1 Immediately following the closure of voting, assigned staff will notify the Elections Chair(s) of the results. The Election Chair(s) shall notify the outgoing NAMI President, candidates, PLC Chair, PLC staff liaison(s), and other staff deemed appropriate of the election outcome.
- 10.2 Any matter of dispute related to the election shall be referred to the Elections Chair(s) whose decision shall be final and binding.
- 10.3 Voting records shall be secured, kept confidential and maintained by the Election Moderator for a period of not less than three (3) years following the election.
- 10.4 Election results will be announced at the annual business meeting.
- 10.4.1 In keeping with long-standing practices, individual vote tallies of the candidates will

not be disclosed.

11. Vacancy. Per Article IV § 6(2) of the NAMI Bylaws, in the event of a vacancy, the Executive Committee of the PLC shall elect a PLC member to fill the vacancy for the unexpired term.
  - 11.1 Following the vacancy, the PLC Executive Committee shall put out a call to the PLC for nominations to fill the vacancy. The call should outline the nomination and candidate requirements.
    - 11.1.1 All nominees must be a current member of the PLC as defined in the PLC Charter and have an active NAMI membership, as outlined in Section 2.3 of these procedures.
    - 11.1.2 The PLC Chair, PLC Executive Committee, and PLC staff liaison(s) may work with assigned staff to assist with communications and gather nominations and candidate information.
  - 11.2 The timeline for filling the vacancy shall be determined by the PLC Executive Committee; however, every effort shall be made to fill the vacancy in a timely manner.
    - 11.2.1 The timeline of events shall be shared with the PLC and NAMI President.
  - 11.3 Following the PLC Executive Committee's vote, the PLC Chair shall communicate who has been selected to fill the vacancy to the NAMI President and other staff deemed appropriate.
    - 11.3.1 In the event that a PLC Executive Committee officer is a nominee, the remaining members of the PLC Executive Committee should take steps to mitigate any potential conflicts of interest. Should the officer be elected, they will no longer be able to serve in their role on the PLC Executive Committee.

V. NAMI  
Executive Directors' Council-Elected Director Election

Effective Date: Dec. 16, 2024

Reviewed/Revised:

PROCEDURE

Executive Directors' Council-Elected Director

Commencing in 2021 and at each third annual meeting thereafter, the Executive Director Council ("EDC") shall elect from its members the Executive Director Council director ("EDC-elected Director"), elected to serve on the national board for a term of three years or until his or her successor shall have been elected and duly qualified to fill the vacancy of the Executive Director Council director whose term shall have expired that year (Article IV § 3(4) of the Bylaws).

The NAMI EDC-elected Director shall be a full member of the NAMI Board and shall not act as an Executive Directors' Council representative to the NAMI Board.

The EDC-elected Director shall at no time serve on the EDC Executive Committee as an officer; the EDC-elected Director sits on the EDC Executive Committee as a non-voting, ex-officio member. The EDC-elected Director may be from a NAMI State Organization or NAMI Affiliate.

1. Call for Nominations. In accordance with Article IV. Section 3. Of the NAMI Bylaws, every three years, the NAMI President shall issue a call for nominations of candidates from the current membership of the EDC in conjunction with the NAMI Annual Business Meeting.
  - 1.1 The NAMI Board may approve a brief statement to be included in the call that describes any areas of need in the composition of the NAMI Board in terms of expertise, experience, or diversity.
  - 1.2 The NAMI President and/or Election Chair(s) may consult with the EDC Chair and EDC staff liaison(s) prior to the call for nominations to review the election process, including the call for nominations and the role of the EDC Chair.
2. Nomination Requirements. Nominations for the EDC-elected Director shall adhere to the NAMI Bylaws and the requirements below.
  - 2.1 Nomination for the EDC-elected Director shall be made by a current member of the EDC as defined in the EDC Charter. Each nomination will require a second by an additional member of the EDC. Self-nomination, or a second for one's own nomination, is prohibited.
  - 2.2 EDC members may only submit one nomination; they are not able to nominate more than one candidate for EDC-elected Director.
  - 2.3 All nominees must be a current member of the EDC as defined in the EDC Charter and have an active NAMI membership.
  - 2.4 In accordance with the nomination procedure for election of NAMI Board by the full membership, nominations must be received at the NAMI office sixty (60) days prior to the commencement of the NAMI Annual Business Meeting, pursuant to Article IV. Section 4. Of the NAMI Bylaws. This date will be determined and communicated each year.
  - 2.5 Handwritten or emailed notice of nomination, signed by both EDC members submitting the nomination, shall be received by staff designated by the Chief Executive Officer for such

- purpose, by the communicated deadline.
- 2.6 NAMI may require a specific procedure for both nominators and those nominated, to accompany such nominations and shall provide that procedure when required.
- 2.6.1 Such procedures should be communicated in annual election materials and made available to the field upon request.
3. Vetting and Notification. Upon receipt of each nomination, assigned staff shall (1) promptly record the date of receipt, (2) determine that both the EDC member nominated, and the EDC members that submitted the nomination meet the requirements outlined in Section 2 of these procedures, (3) notify the nominee and nominators of such determination or ineligibility for election, and (4) provide each eligible nominee with:
- (1) an invitation to the NAMI Board Member Expectations presentation, and/or a copy of the slides and the link to its recording and evaluation;
  - (2) the NAMI Board Policy & Governance Manual;
  - (3) the NAMI Board Procedures Manual; and
  - (4) the NAMI Board Candidate's Acknowledgement form by which the candidate confirms their willingness to be nominated, be a candidate for election, agree to terms set forth in the Board Member Expectations section of this Procedures Manual, and serve if elected.
- 3.1 Nominators will be asked to affirm that they believe the candidate they are putting forward will meet or exceed the expectations set forth in the NAMI Board Policy & Governance Manual and NAMI Board Procedures Manual. Candidates will be asked to affirm that same intent as part of the certification process.
4. Communication with Candidates. The Election Chair(s) and assigned staff will maintain regular communication with candidates, helping to introduce them to the work of the NAMI organization and its Board, including a NAMI Board Member Expectations presentation prior to the close of candidate nominations.
- 4.1 Systems to ensure that all candidates receive the same information at the same time and in the same manner are instituted for fairness, including an informational call with the candidates after the close of nominations. Responses to questions asked by one candidate will be shared with all candidates when the information is pertinent to the collective whole.
- 4.2 The Election Chair(s) and assigned staff may also include the EDC Chair and EDC staff liaison(s) in communications with candidates.
- 4.2.1 If the EDC Chair is a candidate, then they shall receive information in the same manner as all other candidates to promote a fair and equitable elections process.
5. Fair Elections. NAMI seeks to conduct a fair elections process for all NAMI Board candidates and nominators, including candidates and nominators for the EDC-elected Director. To that end, candidates and nominators will be asked to respond affirmatively to their agreement with these two items:
- 1) NAMI has a "no campaigning" and egalitarian treatment of all candidates. This policy was initiated to maintain decorum in NAMI elections and to retain a fair elections process for all candidates.
    - Candidates may not directly solicit voting members for their support.

- Candidates may not use their personal social media platforms (Facebook, Twitter, Instagram, Snapchat, and any other additional platforms that NAMI identifies in its sole discretion), those platforms of NAMI organizations, those platforms of individuals or groups supportive of their candidacy or with a vested interest in the outcome of the NAMI election, to advertise and promote their candidacy.
  - Candidates' venues for reaching voting members may vary from year to year but are specified at the outset of each election season by the NAMI Board Policy & Governance Committee.
  - Candidates are expected to demonstrate their leadership by upholding this policy themselves and by intervening promptly in the event that their supporters may act outside the spirit of this policy.
- 2) In the event that candidates do not uphold this policy, the NAMI Elections Chair(s) may impose limitations on the promotion of an individual's candidacy. These limitations shall be determined in the sole discretion of NAMI and may include, but not be limited to: informing voting entities of campaigning violations, reducing and/or eliminating candidates in violation access to approved venues to reach voting members.
- 5.1 NAMI Board candidates are not eligible to receive scholarships from NAMI for purposes of offsetting expenses related to their attendance at the NAMI Convention when convention is hosted in-person. This policy is intended to remove any potential or perceived favoritism of one candidate over another, or pressure on NAMI staff to make awards to candidates for the NAMI Board. This policy applies only to NAMI scholarships and is not intended to place any restriction on other funding that candidates may secure.
6. Election timeline. Nominations, voting information distribution, and voting will follow the timeline established for the NAMI Board of Directors election process, unless otherwise noted within these procedures.
7. Quorum. Quorum for the EDC is defined in the EDC charter.
8. Voting Information. Voting information is provided to every eligible EDC voting member in accordance with the EDC Charter. Materials are also posted on the NAMI website ([www.nami.org/voting](http://www.nami.org/voting)).
9. Voting Process. Voting is conducted using an online voting system which allows voting electronically.
- 9.1 All voting members of the EDC as defined in the EDC charter are eligible to vote.
- 9.2 The EDC Chair and EDC staff liaison(s) are responsible for submitting a current EDC roster to staff responsible for managing the online voting system. The deadline for submitting the roster will be determined based on the date that voting opens.
- 9.3 The opening and closing of voting will align with the timeline for the NAMI Board elections.
10. Results. The candidate receiving the most votes shall be declared to be elected.
- 10.1 Immediately following the closure of voting, assigned staff will notify the Elections Chair(s) of the results. The Election Chair(s) shall notify the outgoing NAMI President, candidates, EDC Chair, EDC staff liaison(s), and other staff deemed appropriate of the election outcome.
- 10.2 Any matter of dispute related to the election shall be referred to the Elections Chair(s) whose decision shall be final and binding.
- 10.3 Voting records shall be secured, kept confidential and maintained by the Election Moderator

- for a period of not less than three years following the election.
- 10.4 Election results will be announced at the annual business meeting.
- 10.4.1 In keeping with long-standing practices, individual vote tallies of the candidates will not be disclosed.
11. Vacancy. Per Article IV § 6(3) of the Bylaws, in the event of a vacancy, the Executive Committee of the EDC shall elect an Executive Director member to fill the vacancy for the unexpired term.
- 11.1 Following the vacancy, the EDC Executive Committee shall put out a call to the EDC for nominations to fill the vacancy. The call should outline the nomination and candidate requirements.
- 11.1.1 All nominees must be a current member of the EDC as defined in the EDC Charter and have an active NAMI membership, as outlined in Section 2.3 of these procedures.
- 11.1.2 The EDC Chair, EDC Executive Committee, and EDC staff liaison(s) may work with assigned staff to assist with communications and gather nominations and candidate information.
- 11.2 The timeline for filling the vacancy shall be determined by the EDC Executive Committee; however, every effort shall be made to fill the vacancy in a timely manner.
- 11.2.1 The timeline of events shall be shared with the EDC and NAMI President.
- 11.3 Following the EDC Executive Committee's vote, the EDC Chair shall communicate who has been selected to fill the vacancy to the NAMI President and other staff deemed appropriate.
- 11.3.1 In the event that an EDC Executive Committee officer is a nominee, the remaining members of the EDC Executive Committee should take steps to mitigate any potential conflicts of interest. Should the officer be elected, they will no longer be able to serve in their role on the EDC Executive Committee.

VI.  
NAMI  
Board Officer Elections

Effective Date: March 17, 2025

Reviewed/Revised:

PROCEDURE

1. Board Officers. NAMI Board officers include a President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, and Treasurer, and any other officers the Board may deem appropriate. The duties of the five named officers are set forth in Article VII §§ 2-5 of the Bylaws.
2. Annual Elections. There will be an election every year for the foregoing Board officers (Bylaws Art. V § 1), except for President when that officer has only served one year of their two-year term as set forth in Article VII § 2 of the Bylaws.
3. Officer Elections Meeting. At the first meeting of the Board after the seating of new members to the Board, the first item on the agenda shall be the election of officers for the upcoming year.
  - 3.1 A quorum for Board officer elections will be a majority of Board members. Any election hereunder will be determined by a majority of the Board members present, assuming that the quorum is met. (Bylaws Art. V § 5)
  - 3.2 The current President will be the Presiding Officer for the officer elections and the newly elected President takes over presiding thereafter.
4. Multiple Officer Positions. A person may not hold two officer positions simultaneously.
5. General Officer Election Procedures. The following procedures shall apply to all officer positions.
  - 5.1 Beginning with the President, each candidate position will be filled by open nominations from Board members. No second is required for nominations. A nominated person must immediately confirm their willingness to serve. Board members may nominate themselves.
  - 5.2 If there is only one nominee, the Presiding Officer will entertain a motion to accept the single nominee as duly elected. If seconded, an immediate vote will be held, and a majority support will elect the nominee.
  - 5.3 In the event of more than one nominee for an officer position, and confirmation that all nominees wish to serve, each nominee will be given up to two minutes to describe why they should be elected.
  - 5.4 Voting will be by secret ballot on ballots prepared by NAMI staff.
  - 5.5 The Presiding Officer will remind Board members that while they have the ability to abstain from a vote, too many abstentions could defeat the majority necessary to elect an officer.
  - 5.6 The Presiding Officer will designate two Board members, who are not nominees, to count the votes and report the results to the Presiding Officer.
  - 5.7 The Presiding Officer will, without disclosing the vote count, announce the outcome of the election to the Board.
  - 5.8 In the event of a tie vote for any officer position, the Presiding Officer will call for a subsequent ballot, and encourage anyone who abstained to vote for a candidate. In the event of another tie vote, the Board may make use of any tiebreaker procedure that can be promptly accomplished. The tie may be ultimately broken by a coin toss.

- 5.9 If there are more than two nominees for a single officer position, and none of the nominees receive a majority vote of those present, the nominee receiving the fewest votes will be eliminated from subsequent votes until one of the nominees has garnered the majority of the votes of those Board members present, or a tie has been broken according to Procedure 5.8.
- 5.10 When all officer positions have been filled, the new officers will immediately begin their service in the new role.

VII.  
NAMI  
Board Member Vacancies

Effective Date  
Reviewed/Revised

PROCEDURE

A Board seat may be vacated for a number of reasons ranging from personal reasons or the inability to fulfill director responsibilities to removal by the Board.

If a Board member believes that they can no longer serve on the Board, they are to notify the Board President in writing. Upon receipt of notification, the resignation is considered final.

The Board will proceed to fill the vacancy as follows:

1. Board President will appoint a three-member Nominating Task Force to recommend a candidate to fill the vacant Board seat.
2. Within 15-days following its appointment, the Task Force shall convene and nominate a candidate to fill the vacancy, giving written notice accordingly to the President.
3. In making its nomination, the Task Force shall take into consideration NAMI's priorities, director qualifications, and current board composition, including the diversity of the Board.
4. At the next regularly scheduled meeting of the Board, or at a Special Meeting of the Board, the Board shall consider the candidate put forward by the Nominating Task Force to fill the vacancy.
5. The seat filled in this manner will serve the remainder of the term of the former director. Should the time to term completion for this position be:
  - a. 18-months or more, then the person in this position will be considered to have fulfilled one (1) full term at the term's end, and may consider running for one additional consecutive term.
  - b. Less than 18-months, then the person in this position will be considered to not have fulfilled one (1) full term at the term's end, and shall be eligible to run for two additional consecutive terms.

VIII.  
NAMI  
Board Officer Vacancies

Effective Date  
Reviewed/Revised

PROCEDURE

If a Board Officer position is vacated for any reason, the Board will elect a current Board member to fill that position. At the next Board meeting, or at a specially called meeting for this purpose, the presiding officer will ask Board members to nominate directors for the open position. Directors may self-nominate. If more than one director is nominated for one office, a ballot vote will be conducted to elect the new officer.

Before the vote, the nominated directors can speak for up to 2 minutes on why they should be elected to the position.

The presiding officer (who is not a nominee) and the Chief Executive Officer will be the only individuals to review the ballots cast. The presiding officer will announce the newly elected officer whose responsibilities will be effective immediately.

IX.  
NAMI  
Bylaws Amendment Submission

Effective Date: March 17, 2025  
Reviewed/Revised: Feb. 26, 2026

1. Policy. This procedure describes how an Affiliate, State Organization, or Director may submit proposed amendments to NAMI’s Bylaws. The process ensures consistency, transparency, and compliance with Article XII of the Bylaws.

PROCEDURE

2. Eligibility. Any Affiliate, State Organization, or Director may propose amendments to the Bylaws.
3. Format Requirements.
  - 3.1 Proposed amendments must be submitted in writing to the Secretary via email to NAMIBoard@nami.org.
  - 3.2 The submission must include:
    - (a) The full text of the current Bylaws section(s) affected and the proposed amendment, with strikeouts for deletions and highlights for additions (equivalent to “revision marking mode” in text document software).
    - (b) A succinct explanation of the purpose of and justification for the amendment.
    - (c) For submissions from Affiliates, State Organizations, and NAMI, the dated board meeting minutes from the organization endorsing the proposal, which Minutes must expressly reflect endorsement of the proposed amendment. Unincorporated Affiliates must obtain approval and board meeting minutes from their parent organization.
4. Deadline for Submission. The email containing the proposed amendments must be dated at least 14 days before the date of a Regular Meeting of the Board to be included on the agenda. In order to be included on the ballot for that board year, proposed amendments must be received at least 14 days before a Regular Meeting of the Board that allows for the proposed amendments to go to the NAMI voting members at least 30 days prior to the Annual Meeting. Therefore, if the amendment is received and approved – including any resubmissions – by the Board at a Regular Meeting at least 30 days prior to the next Annual Member Meeting, then it will be included on that year’s ballot. If the amendment is received and approved – including any resubmissions – by the Board at a Regular Meeting that occurs within 30 days of the next Annual Member meeting, then it will be included on next year’s ballot.
5. Initial Format Review. NAMI Staff will promptly review submissions for timeliness and compliance with the format requirements set forth in section 3 above. NAMI staff will promptly notify the submitter of any deficiencies, and the submitter may re-submit a corrected version, provided that any resubmission must meet the deadline requirements set forth in section 4 above. In the case of minor technical deficiencies, the deadline requirement for resubmissions may be relaxed, provided that the resubmission is prompt and no undue burden is placed upon reviewing staff.
6. Stylistic Integration Review. Upon determining that format and timeliness requirements are satisfied during the initial review, NAMI Staff will undertake a careful review for grammar, spelling, punctuation, diction, signposting, ambiguity, economy, and clarity.
  - 6.1 This review should not involve substantive considerations. It is intended only to ensure that any proposed amendments to the Bylaws integrate cleanly into the existing Bylaws in the

most economical, unambiguous, and clear way.

- 6.2 The submitter will be promptly notified of any changes under this stylistic review.
  - 6.3 No objection to a stylistic change will be countenanced unless the submitter makes a case that the change amounts to a significant substantive change or materially alters the meaning of the amendment in an undesirable way. If that dispute cannot be promptly resolved, the Board Policy & Governance Committee will decide the final version of the proposed amendment.
7. Board Review and Approval. Submissions that satisfy the foregoing initial format and stylistic integration reviews will be presented to the Board for its final review. The Board should be satisfied that the proposed amendment complies with federal and state law, poses no threat to NAMI's core mission, and is framed in the best way to accomplish the purpose of the amendment.
    - 7.1 The inquiry for Board members is not whether the Board member would ultimately vote for the amendment, but whether the amendment, as proposed, deserves to be presented to the membership for consideration.
    - 7.2 The Board may refer the proposal back to the submitter or to the Board Policy & Governance Committee, or both, with instructions to consider potential unintended consequences of the amendment, alternative expressions that might better accomplish the intended purpose, or open fact questions that require additional study before considering the amendment. Such instructions may include any other feedback deemed material for further consideration.
  8. Voting and Adoption. Proposed amendments approved by a majority vote of the Board at a Regular Board Meeting (referenced in section 4 above) at which a quorum is present will be included in the ballot and publicly posted no later than 30 days before the Annual Member Meeting. The amendment will be adopted if it receives the required two-thirds affirmative vote from a quorum of Voting Members as stated in the Bylaws. An "Effective Date" may be included in the original submission, or the Board may attach an "Effective Date" during its review and present it to the submitter if appropriate. If no "Effective Date" is included, it will be deemed effective immediately upon announcement of the successful vote. Such announcements should take place no later than a week after the Annual Member Meeting. Bylaws posted publicly or circulated by NAMI should reflect the change dependent on the "Effective Date" or lack thereof.

## Sample Submission Format.

**EXPLANATION:** NAMI should recognize the mental health issues of zombies. Including zombies as members boldly champions radical inclusivity in mental health advocacy, demonstrating that NAMI's commitment to well-being extends to all, regardless of conventional boundaries. Their "undying" dedication and unique "brain-focused" perspective offer an unconventional, yet powerful, symbol for breaking down stigmas and fostering broader understanding.

### ARTICLE I

#### **Membership**

##### **Section 1. Membership.**

There shall be ~~three~~ **four** categories of members:

- (1) Individual Members
- (2) Local Affiliates ("Affiliates")
- (3) State Organizations
- (4) **Zombies**

##### **Section 2. Definitions.**

- (1) **Individual Members** are persons with a lived experience of mental illness, or relatives or caregivers of a person with a lived experience of mental illness, or friends of a person with a lived experience of mental illness, or anyone who supports the mission of NAMI, and who pay annual dues to NAMI.
- (2) **Affiliates** are groups of five or more Individual Members who have obtained Affiliate status in NAMI in accordance with the criteria established by the Board of Directors.
- (3) **State Organizations** are groups of at least three geographically distinct Affiliates within one state, territory, or the District of Columbia who have obtained a state charter in accordance with the criteria established by the Board of Directors. In exceptional circumstances, the Board of Directors may grant a charter to an Organization without the organization meeting the three geographically distinct Affiliates requirement.
- (4) **Zombies** are reanimated corpses, often with a craving for brains (or maybe just a really bad case of the munchies), who are more likely to stumble than to run, whose only real emotion is a persistent hunger, and who support the mission of NAMI.

X.  
NAMI  
Board Self-Assessment

Effective Date  
Reviewed/Revised

PROCEDURE

The NAMI Board of Directors will undergo a meaningful written Board self-assessment at least every three years.

The Board President will assign an existing committee or appoint a Work Group to take the lead on the Board self-assessment. Consideration will be given to contracting with an external governance consultant to analyze the assessment results, present them to the Board, and facilitate the development of a Board Action Plan.

X.  
NAMI

Chief Executive Officer Performance Evaluation and Compensation

Effective Date  
Reviewed/Revised

PROCEDURE

The Chief Executive drafts their annual performance goals for review, adapted as needed and approved by the Board on or before January 31<sup>st</sup> as part of their evaluation process.

The evaluation process begins late in the Fourth Quarter, and it includes data collection from a proven survey tool that addresses both goals and competencies, input from the full Board, and a CEO self-assessment component. The Executive Committee convenes to review and discuss evaluation results. Consensus is developed and the Executive Committee also determines any changes in the Chief Executive's compensation. The Board President compiles this information and develops a written performance evaluation.

This evaluation is shared with the Chief Executive in writing in advance of a meeting with the Board President and at least one other member of the Executive Committee. This conversation will include goal achievement, the relationship between the Chief Executive and Board, and ways to work together to move the organization forward.

The Board President will report on the discussion, outcomes, and decisions on the Chief Executive evaluation and compensation to the Board in Executive Session. A copy of the Chief Executive's self-evaluation and the final evaluation will be kept in the Chief Executive's confidential employment file.

The Board will conduct and document a CEO compensation comparison at least once every three years to ensure fair and reasonable executive compensation.

XI.1  
NAMI  
Challenging Board Behavior:  
Confidentiality Breaches

Effective Date  
Reviewed/Revised

PROCEDURE

As stated in the NAMI Board Policy & Governance Manual (P&GM), Board Members shall use confidential information solely for the purpose of performing services as a Board Member for NAMI. (See P&GM for more detail.) If a Board Member breaks confidentiality, the nature and extent of the breach will be considered before any action is taken.

Any director that divulges confidential or privileged information, whether during or after their term of service, is subject to appropriate disciplinary action up to and including immediate removal from the Board and being ineligible to serve on the NAMI Board of Directors at any future time. The Executive Committee will review the nature of the breach, the extent and seriousness of the breach, any related damages, and then it will act according to its best judgment. If the recommended disciplinary action is removal from the Board, the Executive Committee will make the recommended motion to the Board of Directors. In accordance with the Bylaws, any director may be removed with cause by the affirmative vote of a majority of the directors then in office. (Bylaws, Article IV, Section 5)

All Board Members are asked to sign the Confidentiality Statement at the start of their term. This form can be found in the Appendix.

XI.2.  
NAMI  
Challenging Board Behavior:  
Conflicts and Mediation

Effective Date  
Reviewed/Revised

#### PROCEDURE

The NAMI Board seeks to establish and maintain a culture of respect that enables vigorous debate and ensures respect for the diversity of thought and experience that allows the Board to explore multiple perspectives in its discussions and decision-making. All Board Members share responsibility for upholding that culture. As chair, the President helps Board Members fulfill this responsibility and shall initiate processes to ensure Board disputes are resolved in an efficient and constructive manner.

- Conflict between Board Members or between Board Members and Council Chairs:

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.

- Conflict between Board Members and the Executive Committee or between Council Chairs and the Executive Committee:

NAMI Bylaws provide that the Executive Committee is empowered to act on behalf of the Board of Directors between Board meetings. It is silent on any procedures for resolving disputes. Direct discussions and a spirit of compromise usually are sufficient to handle these types of conflicts.

- Conflict between the Chief Executive Officer and Board Members and/or Council Chairs:

Direct discussion with the Chief Executive Officer is an essential first step in resolving problems. If discussion does not lead to an appropriate resolution, the President should be informed and may serve in the role of mediator. Board Members are reminded that the CEO is accountable to the full Board rather than to any one Board Member.

XI.3.  
NAMI  
Challenging Board Behavior:  
Inappropriate Board Behavior

Effective Date  
Reviewed/Revised

PROCEDURE

NAMI operates in and highly values a culture of respect, dignity, and where individuals assume personal responsibility for their actions. The policies in the Board Policy & Governance Manual (P&GM) are honored, and every Board Member is expected to follow the NAMI Ethics Statement Policy (see P&GM) and to meet all Board Member Expectations.

When a Board Member's behavior falls outside of these core principles and policies, the behavior is to be brought to the attention of the President. The President and/or Executive Committee will deal with the situation in a fair and respectful manner, including direct discussion(s) with the Board Member.

XIII.  
NAMI  
Dispute Resolution

Effective Date: Jan. 22, 2026

Reviewed/Revised:

PROCEDURE

1. Culture of Constructive Resolution

NAMI encourages a culture of constructive dialogue in which disagreements are managed effectively, and formal disputes are resolved quickly before they escalate and detract from the pursuit of the NAMI mission. In that spirit, NAMI uses multiple dispute resolution strategies as well as conflict resolution skills building for leaders and volunteers. Recognizing that, on occasion and even with early intervention, some parties may fail to resolve disputes themselves, NAMI has established this procedure for formal dispute resolution. Nothing herein diminishes the vital role of *informal* dispute resolution techniques for all varieties of disagreements.

2. NAMI Dispute Resolution Committee

The President of the NAMI Board of Directors (“NAMI Board”) shall annually appoint a subcommittee of three or five members of the Board to serve as the NAMI Dispute Resolution Committee (“NAMI DRC”) and shall designate one of the members so appointed as Chair of the NAMI DRC. The NAMI Chief Executive Officer shall designate one or more staff to assist the NAMI DRC. The NAMI DRC shall have the role described herein for formal dispute resolution and may additionally facilitate informal dispute resolution for non-formal disputes.

3. Formal Disputes

As a threshold matter, formal dispute resolution at the NAMI Board level requires a “formal dispute.” A formal dispute is a material governance matter that arises between affiliated entities or leaders within the organization that directly implicates the interpretation, application, or alleged breach of NAMI’s governing documents – such as bylaws, affiliation agreements, or Board-approved policies. Such a dispute must present a substantive risk to the structural integrity, legal compliance, or operational continuity of NAMI or its affiliates and state organizations. Formal disputes exclude interpersonal conflicts, leadership style differences, or other subjective disagreements unless they can be clearly linked to an alleged violation or breakdown in compliance with governing rules and responsibilities as defined in NAMI’s official documents.

3.1 Disputes that do not rise to the level of “formal disputes” may nevertheless be resolved through some dispute resolution techniques addressed herein or otherwise, but do not typically involve the NAMI Board.

3.2 At any stage of a dispute involving NAMI, a disputant may request a determination whether the dispute constitutes a formal dispute, provided that the dispute is real and can be described in detail. There is no right to theoretical or abstract determinations about whether certain facts might give rise to a formal dispute. The request for determination should be addressed in writing to the President of the NAMI Board and include a description of the dispute and references to relevant governance documents, if any. The President shall refer the request to the NAMI Dispute Resolution Committee (“DRC”), which may request additional information and, in any event, shall expeditiously determine whether the dispute satisfies the definition of a formal dispute.

3.3 Any dispute determined to be non-formal is ineligible for participation in the formal dispute resolution process described herein, but the NAMI DRC may recommend specific informal

dispute resolution to the disputants, including without limitation direct discussion, staff-driven conciliation, non-binding mediation, or binding mediation.

- 3.4 Any dispute determined to be non-formal may, if facts or circumstances of the dispute materially change, be reconsidered by the NAMI DRC under this section.

#### 4. Access to the Formal Dispute Resolution Process

A disputant seeking access to formal dispute resolution must be an incorporated NAMI Affiliate (Model A & C), an unincorporated NAMI Affiliate (Model B), or a NAMI State Organization. A person previously associated with one of the three foregoing categories, but who asserts wrongful disassociation, may also have standing under this procedure.

- 4.1. An unincorporated NAMI Affiliate (Model B), being an extension of its “parent” organization (usually a NAMI State Organization), must complete the dispute resolution process of its parent organization before pursuing formal dispute resolution hereunder. Alternatively, an unincorporated NAMI Affiliate may demonstrate that pursuing the dispute resolution process of its parent organization would be futile because of conflicts of interest or other material impediment to fair resolution.
- 4.2. Proposed affiliates may initiate the dispute resolution process only in cases where they believe their application for affiliation has been unfairly denied or subject to unreasonable delay.
- 4.3. As conditions precedent to initiating formal dispute resolution at the NAMI Board level, a disputant must attest to completion of informal dispute resolution as follows: (a) direct discussion (a timely good-faith conversation between authorized representatives); and (b) non-binding mediation (facilitated by a neutral third party mutually agreed upon). If a disputant refuses to cooperate with these informal dispute resolutions, that disputant lacks standing to initiate formal dispute resolution and may only respond to formal dispute resolution initiated by the other disputant. The other disputant may proceed with formal dispute resolution and attest that informal dispute resolution was impossible because of the refusal to cooperate by the other disputant. Refusal to cooperate in any aspect of dispute resolution addressed herein may be deemed bad faith and may be commensurately penalized within or outside of this dispute resolution process.

#### 5. Notice of Formal Dispute

Upon satisfaction of the foregoing requirements for participation in formal dispute resolution, a disputant must provide written notice of the dispute to the NAMI Board President. The notice must be dated and signed by an authorized representative of the disputant. Electronic notice and electronic signatures are acceptable. The notice must contain: (a) the organizational identity of all disputants; (b) the name of the authorized representative for the disputant filing the notice; (c) a mailing address for the disputant; (d) an email address for the authorized representative; (e) a telephone number for the authorized representative; (f) a description of the dispute that reasonably describes both sides; and (g) an attestation by the authorized representative that the conditions precedent described in section 4.3 above have been satisfied, and including the report or recommendation of the non-binding mediator if available, or that the conditions precedent were impossible because of the other disputant’s refusal to cooperate.

#### 6. Acknowledgement of Notice

Upon receipt of a notice of dispute, the President shall promptly refer the notice to the chair of the NAMI DRC, who will oversee, in coordination with NAMI staff, creation of a dispute file for logging all materials and communications related to the dispute.

- 6.1. The NAMI DRC, in coordination with NAMI staff, shall endeavor to make a prompt

determination that (a) the dispute constitutes a “formal dispute” as described in section 3; (b) that the disputant has standing to seek formal dispute resolution under section 4; and (c) that the conditions precedent requirements set forth in section 4.3 have been satisfied.

- 6.2. The NAMI DRC will promptly notify the disputant of any defects in the foregoing threshold requirements. If not correctible (or if the disputant declines to correct), the formal dispute resolution process ends. However, the NAMI DRC may, solely in its discretion, recommend and/or facilitate informal dispute resolution. If defects are correctible, the disputant may so correct and resubmit the notice with the new date of the resubmission.
- 6.3. If the threshold requirements for formal dispute resolution are satisfied, the NAMI DRC will notify all disputants that the formal dispute resolution process has commenced. Such acknowledgment notice should include the boards of all disputants, though the acknowledgment notice itself may be sent only to the chair of such boards, and such chair should circulate the acknowledgment notice to all board members.
- 6.4. For any disputants so notified who did not submit the original Notice of Formal Dispute in section 5, the NAMI DRC should promptly obtain the same identifying information set forth in section 5 (name of authorized representative, mailing address, email address, telephone number). These other disputants will also be afforded an opportunity to submit a description of the dispute in response to the description set forth in the section 5 Notice.

## 7. Initial Review and Recommendation

Upon receipt of a copy of the notice of dispute under Section 5 of this Board process, the NAMI DRC Chair, or a DRC member designated by the Chair, shall review the matter in dispute, may confer with others on the DRC, and may request additional information, but shall not engage in dispute resolution. Within 14 days following receipt of a copy of the notice of dispute, the DRC Chair shall provide a confidential report and recommendation to the President for dispute resolution. The recommendation should include (and explain the reasoning behind) a resolution approach among the following: (a) summary disposition by the Board; (b) disposition by the Board after hearing and briefing from the disputants; (c) non-binding disposition by the NAMI DRC; or (d) binding disposition by the NAMI DRC. The DRC Chair confidential report to the President will not be included in the case file.

- 7.1. Additional Information. If the NAMI DRC Chair or designee requests additional specific information relevant to the dispute, the request may be directed to only one disputant, but the communication so requesting additional information should be copied to all disputants. As a general rule, the NAMI DRC should avoid *ex parte* communications with only one disputant and strive for impartiality and even-handedness in all communications. Any additional information obtained will be added to the file maintained under section 6.
- 7.2. Notice of the Decision to Proceed. Within seven days of receiving the confidential report and recommendation of the DRC Chair, the President shall adopt the recommendation of the NAMI DRC and proceed according to the process described in section 8 below, or, for good cause, may determine that a different resolution approach should be followed, and thereupon proceed according to the process described in section 8 below. Notice of the President’s decision to proceed shall be promptly provided to all disputants and to members of the NAMI Board.

## 8. Dispute Resolution

- 8.1. Summary Disposition by the Board. In some cases, the dispute concerns a narrow question of interpreting a governing document and does not require additional fact-finding. Such disputes may be appropriate for summary disposition. The Board may invite one additional submission by the disputants making their best case for how to interpret the governing

document, or, where the correct disposition appears manifestly clear, the Board may issue a final summary disposition without any additional submission by the disputants.

- 8.2. Disposition by the Board After Hearing and Briefing from the Disputants. Where a dispute requires additional fact-finding, it is not suitable for summary disposition. The NAMI DRC will handle fact-finding by interviews, research, written questions, and/or requests for briefing. Upon the conclusion of its fact-finding process, the NAMI DRC will submit a report to the Board of the material facts, listed in logical order, as found by the NAMI DRC. The Board may issue a disposition based upon the factual findings of the NAMI DRC or request additional briefing by the disputants before final resolution by the Board.
- 8.3. Non-Binding Disposition by the NAMI DRC. Generally, when the disputants have reached this Board level of dispute resolution, expeditious resolution is preferable, as there have already been multiple dispute resolution techniques applied to the dispute. In some complex cases, with highly dense or complex facts, or highly disputed facts that require determinations of credibility and reasonable inference from ambiguous facts, an additional layer of non-binding dispute resolution is appropriate. That is when this option is best. The NAMI DRC then becomes the factfinder and sorts out all material issues. After concluding its fact-finding, the NAMI DRC will issue a written resolution of the dispute. The disputants may accept the resolution as final and binding or a disputant may appeal the resolution to the full Board, which may, in its sole discretion, (a) affirm the resolution of the NAMI DRC; (b) accept the appeal and re-hear the entire dispute; (c) affirm the resolution of the NAMI DRC in part and rehear part of the dispute; or (d) issue a summary disposition that differs in whole or in part from the NAMI DRC resolution but finally resolves the dispute.
- 8.4. Binding Disposition by the NAMI DRC. When the matter is neither controversial nor likely to generate a significant precedent, it may best be resolved without committing the time and resources of the entire Board. In that event, the NAMI DRC will conduct appropriate proceedings and issue a written and final (non-appealable) disposition of the dispute.
- 8.5. Extraordinary Costs. If a particular dispute causes extraordinary costs (that is, costs significantly beyond ordinary staffing, travel and supplies) to be incurred, the NAMI Board or the NAMI DRC (whichever resolves the dispute) may equitably assess such costs to one or more of the disputants.

## 9. Comportment, Conflicts, and Recusal

- 9.1. Generally Appropriate Comportment. As dispute resolution is a quasi-judicial function, all NAMI Board members and staff should exercise restraint in their conduct and communications so as to maintain the appearance of impartiality and even-handedness. In all conduct and communication during the pendency of a dispute, NAMI Board members and staff members involved in any respect in the process should rigorously avoid any appearance of bias or favoritism. Specifically, after a Notice of Dispute has been filed under section 5, NAMI Board members and staff should refrain from commenting on the dispute except to execute the functions set forth herein. No NAMI Board member or staff member should discuss the dispute with any party to the dispute except to execute the functions set forth herein.
- 9.2. Conflicts of Interest. Actual and potential conflicts of interest must be disclosed. Serious conflicts may disqualify a person from participation in the process. Other conflicts may be waived by the parties.
  - 9.2.1. As soon as possible after the Acknowledgment of Notice described in section 6 above, all NAMI Board members and staff members who may participate in the dispute resolution process must disclose all actual or potential conflicts of interest,

including circumstances that could give rise to an appearance of conflict. As directed by the NAMI DRC Chair, NAMI staff will develop a succinct checklist and attestation of conflicts of interest form for NAMI directors and staff and obtain completed forms as promptly as possible after the Acknowledgment of Notice in section 6 is delivered.

- 9.2.2. Actual and potential conflicts include, without limitation, any known current or past personal or professional relationship with any of the parties; any financial interest, direct or indirect in the subject matter or outcome of the dispute; any financial relationship (such as a business association or other financial relationship) with any party, or immediate family members of any party, to the dispute resolution proceeding; and any other circumstances that could create an appearance of conflict of interest.
- 9.2.3. Upon completion of all NAMI Board and staff conflict of interest forms, the Chair of the NAMI DRC will undertake a careful review to determine the proper treatment of all listed actual or potential conflicts. The NAMI DRC Chair should assign all listed actual or potential conflicts into one of three categories: (1) not an actual or potential conflict of interest; (2) an actual or potential conflict of interest that must be disclosed and can be waived by the parties; (3) an actual or potential conflict of interest so stark as to warrant disqualification from participation in this dispute resolution process without regard to possible waiver.
- 9.2.4. If there are any actual or potential conflicts that can be waived, the NAMI DRC Chair will arrange for disclosure forms to be circulated to the authorized representative of each party to the dispute. The disclosure forms will make plain that an actual or potential conflict of interest is not *per se* bad or problematic, but merely a prompt to inquire whether the conflict may reasonably pose a threat to the integrity of the dispute resolution process. The disclosure forms will then list all actual or potential conflicts of interest (with explanatory or contextual information, if any) and inquire whether the party waives objection, or does not waive objection, to the actual or potential conflict.

### 9.3. Recusal

- 9.3.1. Voluntary Recusal. At any point before or during a dispute resolution process, a NAMI Board or staff member who concludes that she or he cannot participate in a particular dispute resolution process with neutrality and impartiality may recuse herself or himself from participation in that dispute resolution process.
- 9.3.2. Affiliation Recusal. Any NAMI Board or staff member who is a member of an affiliate who is a party to a dispute resolution process, or who has an immediate family member who is a member of a party affiliate, will be recused from participation in that dispute resolution process.
- 9.3.3. Conduct Recusal. A NAMI Board or staff member, whose conduct before or during the pendency of a dispute resolution process casts serious doubt on the ability of that individual to participate with impartiality and neutrality in the dispute resolution process, may be recused from participation in that dispute resolution process by either the President of the NAMI Board or the NAMI DRC Chair.
- 9.3.4. Categorical Conflict Recusal. A NAMI Board or staff member with an actual or potential conflict of interest, that is determined by the NAMI DRC Chair to be so stark or significant as to constitute a *per se* threat to the integrity of the dispute resolution process, may be disqualified from participation in that dispute resolution

process. (See section 9.2.3 above.)

- 9.3.5. Unwaived Conflict Recusal. Where a NAMI Board or staff member with an actual or potential conflict of interest that is disclosed to the parties, and one or more of the parties declines to waive objection to the conflict, such Board or staff member will be disqualified from participation in that dispute resolution process. (See section 9.2.4 above.)
- 9.3.6. Comportment After Recusal. Any NAMI Board or staff member recused from participation in a particular dispute resolution process must nevertheless abide by the comportment rule in section 9.1 above.
- 9.3.7. Replacement After Recusal. If a member of the NAMI DRC is recused from participation in a dispute resolution process, the President of the NAMI Board will promptly appoint a temporary replacement in that position to ensure that the DRC has an odd number (three or five) of active, non-recused members. At the conclusion of that dispute resolution process, the original recused member of the DRC will be restored to that position and the temporary appointment dissolved.

<i>Timeline</i>	<i>Board role</i>	<i>Staff role</i>
<b>Day One</b>	o Dispute Letter Received by President from Affiliate / Proposed Affiliate / State Organization.	o Dispute logged by staff. o File created.
<b>Promptly thereafter</b>	o Board members involved must disclose all actual or potential conflicts of interest.	o Notice to DRC chair. o Acknowledgement letter to disputants, copy to parties; outline of process. o Staff involved must disclose all actual or potential conflicts of interest.
<b>Upon receipt of notice</b>	o DRC chair or designee reviews matter; may seek additional information.	o Maintain all additional information collected in file.
<b>By Day 14</b>	o DRC chair provides report & recommendation to President.	
<b>By Day 21</b>	o President determine course of action; cause notice to be given to all parties.	o Provide notice to all parties, per direction of president.
<b><i>President's Options:</i></b>		
<b>By Day 52 (one month from referral)</b>	o <i>NAMI DRC Referral</i> : DRC undertake dispute resolution directly and report outcome to President.	o Provide support to DRC.
<b>By Day 90</b>	o <i>State Organization Referral</i> : State revisit and exhaust own dispute resolution process; may end sooner by parties' agreement.	
<b><i>In the Event of a failure to resolve dispute through State or NAMI DRC Referral:</i></b>		
<b>Within 45 days of Return to NAMI</b>	o President shall refer matter to Board for final and binding resolution; may confer with DRC chair and up to two other DRC members in formulating recommendation.	

<b>At next Board meeting</b>	o Board shall determine final and binding dispute resolution; President may call special meeting sooner, if deemed necessary.	
<b>Within one week of Board action</b>	o President shall notify disputants of final and binding dispute resolution.	

XIV.  
NAMI  
Committee Structure and Membership

Effective Date  
Reviewed/Revised

PROCEDURE

In accordance with the Board Policy & Governance Manual, there are three Standing Committees including the Executive Committee, the Finance & Audit Committee, and the Policy & Governance Committee. Other committees may be initiated from time to time to best serve the Board's needs, if the Executive Committee so chooses.

The Executive Committee members will be elected by Board members at the first official meeting of the new Board.

Within its first 30 days, the "new" Executive Committee and senior leadership will review the Board committee structure and identify any changes for the upcoming year, considering any recommendations from the prior Executive Committee and prior Committee Chairs.

The President will appoint Committee Chairs and may also appoint Committee Vice Chairs. They will also identify committee membership, based to the degree possible on the interests and skills of individual Board members.

Committees will meet as often as needed to accomplish their work but typically at least once between Board meetings. Every committee and/or Work Group will keep written notes for every meeting and submit them to the Board prior to the next Board meeting.

Work Groups, Task Forces, and/or Study Groups may be created at any time at the discretion of the Board President.

XV.  
NAMI  
Dues Structure

Effective Date  
Reviewed/Revised

PROCEDURE

The NAMI Administration team will recommend to the Finance & Audit Committee any changes to the NAMI dues structure. The Finance & Audit Committee will review and discuss the recommendation and make a recommendation on membership dues to the Executive Committee who will then make a final recommendation to the Board. Dues shall be set at the annual meeting of the Board of Directors in accordance with the NAMI Bylaws (Article II § 1).

Every three years the NAMI Board of Directors will undertake a study of the NAMI dues structure and shall seek the input and advice of the membership to determine the amount of NAMI dues and allocation of those dues between NAMI, NAMI State Organizations, and NAMI Affiliates.

XVI.  
NAMI  
Mentor Program

Effective Date  
Reviewed/Revised

PROCEDURE

The Orientation Process will include a Mentor Program for all new Board Members to help them acclimate as quickly as possible to their new role during the first year. The Governance Committee will invite a current or immediate past Board Member to serve as a Mentor for a new Board Member.

The Mentor will do the following:

- Soon after election, reach out to the new Board Member to introduce themselves and the Mentor role
- Introduce the new Board Member to other Board Members
- Sit with the new Board Member during their first Board meeting
- Reach out to the new Board Member before and after each Board meeting in Year One to see if there are any questions the new Board Member may have

A current or immediate past Board Member may mentor more than one new Board Member at a time.

XVII.  
NAMI  
Minutes and Agendas

EFFECTIVE DATE

Reviewed/Revised: April 27, 2022

PROCEDURE

Notice of Meetings

- a. *Notices of NAMI Board meetings will be sent out in advance of the meeting, with information about its date, time, and place along with a statement of the meeting being a regular meeting or a special meeting*

Order of Business

- a. *An Order of Business will be prepared for the Presiding Officer, shared with the Executive committee, and presented to the Board*
- b. *When the Board assembles for the meeting the Order of Business will be approved as presented by the assembly or approved with amendments, changes, or substitutions as the first order of business*

Presiding Officer

- a. *The President shall preside as chair*
- b. *In the absence of President, the 1<sup>st</sup> vice-Chair shall preside as chair*
- c. *In the absence of both the President and the 1<sup>st</sup> vice-Chair, the 2<sup>nd</sup> vice-Chair shall preside as chair*
- d. *In the absence of the President, the 1<sup>st</sup> vice-Chair, and the 2<sup>nd</sup> vice-Chair the Secretary shall call the meeting to order, and immediately call for nominations and conduct an election of a temporary chair*

Minutes Created from the Order of Business

- a. *Minutes should be drafted to include:*
  - i. *The kind of meeting (e.g., regular or special)*
  - ii. *The NAMI name or logo*
  - iii. *The date, time, and place of the meeting*
  - iv. *The presence of the president and the secretary or the name of their substitutes*
  - v. *And, whether Minutes of the previous meeting(s) were read and approved, or presented ahead of the meeting and approved by unanimous consent, or "approved as corrected." The corrections themselves should be made in the minutes being corrected, and not further described in the minutes of the meeting at which they are corrected*
  - vi. *The last statement on the Minutes should address adjournment and the time of adjournment*
- b. *Signature*
  - vii. *The Minutes should be signed by the Secretary or the President after the Minutes have been approved by the NAMI Board*
  - viii. *An electronic signature or initials are adequate*
  - ix. *The date the Minutes were approved by the NAMI Board are to accompany the signature, and the document placed on file*

XVIII.  
NAMI  
Public Policy Positions

Effective Date: October 27, 2022

Reviewed/Revised: October 4, 2023

PROCEDURE

1. The board shall adopt new and revised positions on public policy issues through the following process:
  - 1.1 NAMI staff will seek input from NAMI’s advisory groups (Peer Leadership Council, State Presidents’ Council, Affiliate Presidents’ Council, Service Members, Veterans and their Families Council, Executive Directors’ Council, and FaithNet Council) and the Board of Directors on proposed new and revised policy positions via a survey, which will be open for at least two (2) calendar weeks.
  - 1.2 The Board Policy & Governance Committee, at the next available meeting following the close of the survey, will consider Council and Board responses along with staff recommendations.
  - 1.3 The Board Policy & Governance Committee, under the chair’s guidance, will make a motion in favor of accepting the position, debate the motion, and seek a vote on the position.
  - 1.4 Approval of a proposed public policy position statement would then become a motion from the committee recommending approval by the NAMI Board at the next Regular Meeting of the Board, or at a Special meeting if one is called by three (3) or more NAMI Board members (NAMI Bylaws Article V §§ 2-3).

The Board of Directors may approve the committee’s recommendation, and it will be effective immediately.

PURPOSE: The NAMI Board regularly establishes a Public Policy Committee each year which is responsible for NAMI’s advocacy and ensures adherence to NAMI’s mission from a public policy perspective. The areas of oversight include the:

- Research of, consideration of, and the development of issues of public policy;
- Identification of priorities for legislative, administrative agency, legal and other advocacy consistent with NAMI priorities;
- Identification of priorities for research and for policy publications consistent with NAMI public policies;
- Maintenance of NAMI’s Public Policy Platform, including assurance of grassroots consultation in developing public policy positions;
- Focuses of issues related to (a) adults living with serious mental illness and their families; (b) children and adolescents living with serious mental illness and their families; (c) veterans and enlisted personnel living with serious mental illness and their families; and (d) the mental health needs of diverse and underserved populations;
- The effort to assure that NAMI is the preeminent advocate for mental health care and recovery.

Advisory Council chairs may elect to participate on the committee in an ex officio, non- voting capacity.

XIX.

NAMI

Pledge Agreement (follow through from the Board Policy & Governance Manual)

Effective Date: June 1, 2022

Reviewed/Revised

PROCEDURE

The NAMI Board of Directors has adopted a 100% giving policy. Members of the NAMI Board are expected to make an unrestricted financial contribution to the organization each year of their term. This will help demonstrate commitment to the NAMI mission and help reach annual organizational fundraising goals. Board Members agree to participate in the following ways:

- 1) Make an annual meaningful gift to NAMI based on personal means,
- 2) Participate in efforts to raise support for NAMI (e.g., cultivation, solicitation, and/or stewardship activities), and
- 3) Serve as a community ambassador on behalf of NAMI.

Complete the NAMI Board Pledge Fillable Form BLANK and submit it to the NAMI Board Executive Assistant when called for.

NAMI BOARD OF DIRECTORS  
PLEDGE AGREEMENT  
Board Year 20XX-20YY

Guidelines for Board Giving  
Month 20XX

As part of our Board responsibilities, NAMI Board members are asked to annually contribute a meaningful cash contribution to the organization. “Meaningful” can be self-defined as an amount that is of significance to you and considers our current financial situation.

NAMI has a strong tradition of Board giving. Typically, 100% of the NAMI Board members have made an annual gift. This demonstrates your confidence and enthusiasm for the NAMI mission, vision, and values.

The following serves to clarify what is attributable to Board pledges as well as the time frame for pledges.

- Upon election to the NAMI BOD, Board members are asked to pledge an annual amount of giving to the organization.
- Although the NAMI budget is on the calendar year (January 1 to December 31), Board pledges are for the Board year, between Board elections.
- Board members will receive a letter of acknowledgement after each contribution towards their pledge, as well as an end of the year letter acknowledging the annual amount of tax-deductible contributions made to NAMI that calendar year.
- The following can be credited towards annual Board pledges:
  - Personal checks written to NAMI
  - One-time or monthly payments on credit cards.
  - Documented travel expenses, either in part or in whole, for Board related activities i.e. Board meetings, NAMI conventions and other related meetings and Board activities. These expenses include airfare, train fare, travel to and from airports and trains stations (cab fare or mileage), hotel and meals. These will be credited as “In Kind” contributions on the NAMI budget.

*Please provide receipts and submit reimbursement forms indicating that you are intending to donate the expenses rather than be reimbursed for them. Whatever portion of expenses is not donated to the organization will be refunded to you.*

*Expense reimbursement forms are due within 60 days of the meeting or event for which the expenses were incurred.*

- Any contribution to NAMI is credited towards your pledge (for example, contributions for causes for which NAMI has created a fund will be credited towards your pledge).
- If you are asked to represent NAMI as a Board member at an event, meeting, convention etc., whatever part of your travel expenses that you do not request reimbursement for will be credited towards your annual Board pledge. *Again, you must provide receipts for this credit. Such representation activities must be approved in advance by the President.*

NAMI acknowledges that contributions from our Board members serve the following purposes:

1. Illustrates for NAMI State Organization and NAMI Affiliates leaders that contributions by Board members are evidence of their commitment to the work of NAMI;
2. Demonstrates our goal of 100% Board support, which is important to our funders and potential funders;
3. Demonstrates the Board's commitment to the work of the organization to our staff as well as to our fellow Board members.

In-kind contributions are encouraged, such as goods and services that can be utilized by the organization (i.e. computer equipment; printing services and products; facility usage; etc.).

Board members can request at any time the amount pledged annually as well as the amount credited towards that pledge.

*I understand the Guidelines for Board Giving, and I am pleased to make my 20xx-20yy Board Pledge:*

NAME: \_\_\_\_\_

PLEDGE AMOUNT: \_\_\_\_\_

SIGNATURE: \_\_\_\_\_ DATE: \_\_\_\_\_

Thank you!

XX.  
NAMI  
Board Travel Policies

Effective Date: March 2023  
Reviewed/Revised

As a nonprofit organization, NAMI requires that travelers secure inexpensive fares, hotel rooms and ground transportation by booking early and looking for, and exercising, economical options.

Air & Rail Travel:

All airfare tickets must be booked through the services of NAMI's travel agency (Acendas Travel). The travel agency will be provided with the guidelines below pertaining to booking airfare and train travel and all travelers are expected to adhere to these guidelines.

Acendas Travel can be reached by: 800-722-6602 (Dedicated Agent Reservation Center), [reservations@acendas.com](mailto:reservations@acendas.com) (Email requests), or [csr@acendas.com](mailto:csr@acendas.com) (Customer Service.)

- Book airfare at least two weeks in advance. (Booking tickets three weeks in advance is strongly encouraged.)
- NAMI does not pay for first class, Economy Plus seating, priority seating charges, or other preferred seating fees now charged by airlines and Amtrak. Board members that desire special seating must pay those charges from personal funds by reimbursing NAMI within 30 days of the original ticket purchase date.
- Travelers are expected to use the most economical transportation method when travelling to/from airports (from the departure airport and in Washington).
  - Reagan National (DCA) is closest (a short Metro ride) but generally has higher fares. When flying into Reagan, book three weeks in advance.
  - Dulles International Airport is located 50 minutes from the NAMI office and is accessible from the Metro via the Silver Line Washington Dulles International Airport metro stop, ending at the Silver Line Ballston-MU Metro stop, which is one block from the NAMI office.
  - BWI (Baltimore Washington International) is an hour away and has the cheapest fares, generally, but adds ground transportation time.
- AMTRAK – NAMI reimburses for regular Amtrak service. NAMI does not reimburse for the Acela or Metroliner train service.

#### Ground Transportation:

- NAMI will reimburse for travel to and from your departure airport, as well as transport from and to the airport when in Arlington, and, if necessary, to and from the host hotel and the location of the meeting.
- Please be mindful of the costs associated with ground travel wherever possible. Taxis or other rideshare options are reimbursable. Any upgrade options (town cars, UBERX, LyftXL, etc.) will not be reimbursed.
- NAMI reimburses for parking (paid garage parking is available at our office).
- When parking at an airport, travelers should only use the economy long-term parking lot. NAMI does not reimburse for valet parking or the more expensive daily garage parking.
- Car Rental: NAMI has a negotiated discount with Avis. [www.avis.com](http://www.avis.com). AWD number: Q091640. BOD members should rent cars directly through the AVIS website. It is cheaper to rent a car through the Avis website than through Ascendas. If necessary to perform work duties on a trip and approved in advance car rental may be reimbursed. Economy or Compact cars should be booked. Exceptions are made for special circumstances if a full-size vehicle, van or truck must be rented. Such exceptions must be approved in advance. NAMI does not reimburse for luxury vehicles, sports cars, or SUVs.
- Personal Auto: NAMI reimburses for the use of a personal auto at the prevailing Federal per Diem mileage rate.

#### Hotel:

NAMI typically secures a room block for Board members traveling to Arlington for Board meetings so travelers should not make separate hotel reservations on their own. Hotel reservations will likely also be made through NAMI's travel agency.

- Note: all hotel reservations must be made by the deadline provided to secure the correct number of rooms for the block. It is the Board members responsibility to adhere to this deadline so that NAMI is not charged the regular room rate rather than the room block rate.
- For travel outside of regular Board meetings, hotel reservations for visits to the NAMI office in Arlington or any other location should be made at least 14 days in advance.

#### Incidental and Meal Expenses:

NAMI reimburses for documented incidental and meal expenses during periods of travel. The range for acceptable meal costs are listed below (the higher limits apply to more expensive cities such as Washington, D.C., New York City, Chicago, Boston, or Los Angeles)

- Acceptable reimbursement is \$8-\$18 for breakfast, \$10-\$20 for lunch and \$16-\$36 for dinner for a total meal reimbursement not to exceed \$79 per day – excluding any NAMI provided meals during Board meetings.
- NAMI does not reimburse for alcohol.

#### Reimbursement for Incidental and Other Expenses:

Complete a Travel & Expense Reimbursement Form for all cash expenditures and for all expenditures paid for with a personal credit card.

- Keep copies of all taxi, meal and other incidental receipts (meal receipts must be full itemized receipts, showing all items ordered.)
- Be able to scan receipts (not mail) to NAMI's Accounting office
- Seek reimbursement within 30 days of a Board meeting.

XXI.  
NAMI

Bylaws Requirements for Incorporated Organizations

Effective Date: February 26, 2026

Reviewed/Revised:

1. Policy. Per the NAMI State Organization Charter agreement and Incorporated Affiliate Agreement (Section III.B), an incorporated organization's bylaws and activities are and shall remain, except as may otherwise be required by law, consistent with the NAMI Governing Documents. This procedure defines the minimum provisions that must be addressed in the bylaws of an incorporated NAMI organization.

PROCEDURE

2. Required Bylaws Provisions. In addition to meeting the requirements of the laws of its state of incorporation, the bylaws of each incorporated organization shall at a minimum contain the following subject matters as reflected in the NAMI Governing Documents:
  - 2.1 **Mission Statement.** A mission that is consistent with the mission and purposes of NAMI National (see NAMI National Bylaws Preamble).
  - 2.2 **Membership.** The terms and conditions of membership of the organization shall be substantially the same as the terms and conditions of membership in NAMI as stated in the signed agreements (Section II). Membership at the affiliate level also confers membership in the NAMI state organization and NAMI National.
  - 2.3 **Voting Members.** The organization shall define its voting members and how internal organizational matters are voted upon.
  - 2.4 **Dues.** NAMI membership dues are determined by the NAMI Board per the NAMI Bylaws Article II § 1.
  - 2.5 **Name and Logo.** In accordance with the signed agreements, each organization shall acknowledge that NAMI controls the use of the name, acronym and logo of NAMI, that their uses shall be in accordance with NAMI policy, and that upon termination of affiliation with or charter by NAMI, the uses of these names, acronyms and logo by an affiliate or NSO shall cease.
  - 2.6 **Non-Discrimination.** The organization shall not discriminate against any person or group of persons on the basis of race, ethnicity, culture, language, national origin, caste origin, geographic origin, age, disability, gender, sexual orientation, gender expression, education, religion, faith, socio-economic status or lived experience (see NAMI Bylaws Article XI).
  - 2.7 **Independence.** 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 (see NAMI Bylaws Article I §§ 4(6) and 5(6)).
  - 2.8 **Dissolution.** The organization shall delineate the process for dissolution of the organization in accordance with state and federal laws, including the distribution of assets and payment of debts.

2.9 **Dispute Resolution.** Material disputes arising between official NAMI organizations shall follow the procedures adopted by the National Board.

2.10 **NAMI STATE ORGANIZATIONS ONLY – National Peer Leadership Council Representation.** The method by which the Organization elects or appoints a Representative to the Peer Leadership Council as prescribed in the NAMI National Bylaws Article IV § 7.

3. Bylaws Review Process for NAMI State Organizations. In accordance with the NAMI State Organization (NSO) Charter agreement, any amendments to NSO’s Bylaws must first be submitted to and approved by NAMI National (Section III.B).

As part of the Field Governance & Membership (FG&M) team’s responsibility, the review of any NAMI State Organization (NSO) bylaws document will occur within a timely manner upon receipt of the proposed document. The FG&M reviewer will ensure compliance with NAMI’s Governing Documents and the existence of good governance practices.

4. Bylaws Review Process for Incorporated NAMI Affiliates. In accordance with the Incorporated Affiliate Agreement, any amendments to organization’s bylaws must first be submitted to and approved by the NSO with geographic jurisdiction over affiliate (Section III.B). The affiliate board should note the bylaw amendment process in their existing bylaws and provide the NSO with any proposed changes in a manner that would allow the state adequate time to review. The NSO shall develop its own process to review affiliate bylaws. Note the NSO Board is not required to vote on an affiliate’s bylaws amendments; this review can be conducted by NSO staff. NAMI has resources available to guide this work.

If the NSO would prefer NAMI National to conduct the review and approval of the affiliate’s bylaws, the NSO can submit that request to NAMI National on behalf of the affiliate to fulfill the requirement. The FG&M reviewer will review the entire document in a timely manner to ensure compliance with NAMI’s Governing Documents and the existence of good governance practices.

5. Lack of Adherence to the Bylaws Requirements. Failure to adopt the required provisions in the organization’s bylaws, despite repeated notices from NAMI, can be considered grounds to revoke the NSO or affiliate’s status in NAMI, pursuant to Article I § 6 of the Bylaws.

XXII.

APPENDIX A

Provisions that will apply to all charters for Advisory Councils to the NAMI Board of Directors

1. PURPOSE
  - 1.1 To serve in an advisory capacity to the NAMI Board of Directors.
2. AUTHORITY
  - 2.1 This Advisory Council has the authority to discuss, research, gather feedback from those it represents, and respond on behalf of those individuals to the NAMI Board's requests.
  - 2.2 As an advisory body, this Council has authority over its business but not over NAMI Board or staff decisions.
  - 2.3 The NAMI Board will approve the Council's charter and any changes to the charter.
3. COUNCIL MEMBERSHIP
  - 3.1 Members are eligible to serve on other committees and/or work groups.
4. COUNCIL LEADERSHIP
  - 4.1 NAMI National Board Members will not sit on the Executive Committee of any Advisory Council. A NAMI National Board Member may serve in a non-voting *ex officio* position on the Executive Committee of any Advisory Council.
  - 4.2 *Officer Terms and Qualifications: the specific terms will be addressed in each Advisory Council charter.*
  - 4.3 Officer candidates for each Advisory Council will be nominated and voted on by the current voting members of the council according to the election processes herein.
  - 4.4 Each Council's Executive Committee will comprise a Chair, 1<sup>st</sup> Vice Chair, 2<sup>nd</sup> Vice Chair, Secretary, and Immediate Past Chair. The Immediate Past Chair will serve in an *ex officio* capacity and not have a vote on matters before the Executive Committee.
  - 4.5 Any vacancy among the Officers will be filled by individual nomination from the Advisory Council membership and majority vote of the other voting Officers.
  - 4.6 Elections
    - 4.6.1 Candidates may be nominated by any voting member of the Advisory Council or may nominate themselves.
    - 4.6.2 Candidates will be considered voting members of the Advisory Council and be a member in good standing of NAMI.
    - 4.6.3 Nominations will be received no later than 60 days before Joint Council Annual Business meeting in conjunction with the NAMI Annual Convention.
    - 4.6.4 Nominations will be emailed to the Council Chair, with a copy to the NAMI Staff Liaison. Please include the full name of the candidate and the position for which they are being nominated.
    - 4.6.5 Approved candidates will be asked to complete a brief candidate questionnaire.
    - 4.6.6 The questionnaire will ask about the candidates' relevant skills and experience and reasons why they want to serve on the Advisory Council Executive Committee. This information will be shared with all Advisory Council voting members.
    - 4.6.7 All voting members will receive a Candidate Profile Document with information on the Advisory Council Executive Committee candidates no later than 45 days prior to the Joint Council Annual Business meeting in conjunction with the NAMI Annual Convention.

- 4.6.8 Candidates will also have the opportunity to speak to Council members about their candidacy during the Council meeting the month before the NAMI Annual Convention.
  - 4.6.9 Voting will take place online for all officer positions. If only one candidate exists for any position, they will still appear on the ballot. Each Council member will be provided with instructions to cast their vote.
  - 4.6.10 Online voting will open six weeks before and close two weeks before the Joint Council Annual Business Meeting at 6:00 p.m. Eastern Time.
  - 4.7 Election Results: Election results will be reported at the Advisory Council Annual Business Meeting.
5. COUNCIL MEETINGS:
- 5.1 Advisory Council meetings may be held monthly, at a time and date determined by the Advisory Council Executive Committee, via Zoom or other teleconference means.
  - 5.2 The annual meeting of the Advisory Council will be held in conjunction with the NAMI Annual Convention. Other meetings may be called by a majority vote of the Advisory Council Executive Committee. Advisory Council members not physically in attendance may participate via Zoom conference call or other verifiable electronic means, if available.
  - 5.3 *A meeting quorum will consist of a minimum percentage of the voting members of the Advisory Council, which will be established by the Advisory Council Executive Committee. All motions will be decided by a majority vote of the Advisory Council members present.*
6. RULES OF PROCEDURE:
- 6.1 The Advisory Council will be governed by its charter and the guidelines that pertain to the NAMI Board of Directors, including but not limited to confidentiality, ethics, conflict of interest, travel, expense reimbursement, and corporate relationships.
  - 6.2 The charter will be reviewed by the Advisory Council Executive Committee annually.
  - 6.3 The Advisory Council may, by majority vote of the voting members, propose amendments to its charter for consideration and approval by the NAMI Board of Directors. Any amendment otherwise considered by the NAMI Board will be submitted in writing to the Advisory Council for review.
7. FINANCE
- 7.1 The Board of Directors may approve an annual budget for each Advisory Council. The Advisory Council will maintain a complete and accurate report of all expenditures for official council business activity.
  - 7.2 In the event that any Member of the Advisory Council pays an official council business expense out-of-pocket, the Council Chair will submit a reimbursement form and all receipts to the Staff Liaison.
    - 7.2.1 The Staff Liaison will submit these documents to NAMI Accounts Payable for processing.
    - 7.2.2 Any expenditures deemed by NAMI Staff to be unrelated to official council business will not receive reimbursement.
    - 7.2.3 Reimbursements will be submitted within 30 days of the expenditure.
  - 7.3 If any Member of the Advisory Council is unable to pay an official council business expense out-of-pocket, then they will notify the Council Chair and Staff Liaison to obtain approval for up-front payment or the use of a NAMI credit card.
    - 7.3.1 All up-front payments provided to a Member of the Advisory Council will be deducted from the annual budget.

## 8. REPORTING TO THE BOARD

- 8.1 The Advisory Council will submit quarterly reports on their activity to the NAMI Board of Directors. These reports will include a list of current Executive Committee officers, a list of monthly meetings and their attendance, topics of discussion at monthly meetings, any expenses relating to the Advisory Council's annual budget, and any action recommendations for the Board of Directors to consider.

## 9. LIMITED LICENSE FOR NAMI INTELLECTUAL PROPERTY

- 9.1 The Advisory Council is hereby granted a limited, revocable, non-exclusive, non-divisible, non-transferable, non-assignable license to use, in connection with the Advisory Council's name and acronym, and only for official Advisory Council-related purposes, the following NAMI Intellectual Property: the name "National Alliance on Mental Illness," the acronym "NAMI," the logo of NAMI, the name of the Advisory Council, and the acronym of the Advisory Council.
- 9.2 The NAMI Intellectual Property is and will remain at all times the sole and exclusive property of NAMI. The NAMI Intellectual Property may be used by the Advisory Council if and only if such use is made pursuant to the terms and conditions of this limited and revocable license.
- 9.3 NAMI's logo may not be revised or altered in any way and must be displayed in the same form as produced by NAMI. The NAMI Intellectual Property may not be used in conjunction with any other trademark, service mark, or other mark without the express prior written approval of NAMI.
- 9.4 The NAMI Intellectual Property will be used by the Advisory Council in a professional manner and solely for official Council-related purposes. The Advisory Council will not permit any third party to use the NAMI Intellectual Property without NAMI's express prior written approval. The Advisory Council will not sell or trade the NAMI Intellectual Property without NAMI's express prior written approval. The NAMI Intellectual Property may not be used for individual personal or professional gain or other private benefit. The NAMI Intellectual Property may not be used in any manner that, in the sole discretion of NAMI, discredits NAMI or tarnishes its reputation and goodwill; is false or misleading; violates the rights of others; violates any law, regulation or other public policy; or mischaracterizes the relationship between NAMI and the Advisory Councils.

## 10. STAFFING SUPPORT

- 10.1 NAMI Staff Liaison will assist with activities as directed by the NAMI CEO, including developing programs and activities of mutual interest and benefit, e.g., the Executive Directors' Leadership Exchange and coordination of the Annual Business Meetings.
- 10.2 NAMI Staff Liaison will provide, within the scope of NAMI's established work-week hours, limited administrative support for the Advisory Councils, and are not responsible for creating the Council meeting agendas, taking Council meeting minutes, or creating the Council reports for quarterly NAMI Board of Directors meetings.
- 10.3 NAMI Staff Liaison will recruit NAMI staff who are requested for Council meetings, and ensure all handouts or presentations are available for distribution.
- 10.4 NAMI Staff Liaison will attend Council Executive Committee meetings if invited and/or available; Staff Liaison is not responsible for taking notes or scheduling Executive Committee meetings.
- 10.5 NAMI Staff Liaison will update the Community of Practice within 1-2 business days of receipt of membership changes.
- 10.6 NAMI Staff Liaison will ensure that pertinent NAMI news is posted within the Community of Practice or distributed via applicable communication processes.

- 10.7 NAMI Staff Liaison will send meeting invites and reminders to the Council membership and appropriate invited audience.
- 10.8 NAMI Staff Liaison will assist with planning and communicating the annual business meeting details to the Council membership and appropriate invited audience.
- 10.9 NAMI Staff Liaison will communicate and coordinate all aspects of the Council's elections process, including key dates, voting procedures, membership eligibility, and relay of election results to the Advisory Council and NAMI Board of Directors.