



**National Alliance on Mental Illness**

# **National Bylaws**

**Effective June 11, 2025**

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## **BYLAWS**

### **PREAMBLE**

NAMI National (“NAMI”) recognizes that the key concepts of recovery, resiliency and support are essential to improving the wellness and quality of life of all persons affected by mental illness. Mental illnesses should not be an obstacle to a full and meaningful life for persons who live with them.

NAMI will advocate at all levels to ensure that all persons affected by mental illness receive the services that they need and deserve, in a timely fashion.

NAMI will accomplish its mission through the following:

- Coordination of activities of state and local advocacy groups
- Serving as an information collection and dissemination center
- Monitoring existing health care facilities, staff, and programming for adequacy and accountability, influencing the pre-professional and continuing education of mental health service providers
- Promotion of new and remedial legislation
- Fostering public education
- Insisting upon, and advocating for, high quality Recovery and Resiliency-oriented services and care. Services must be designed to meet the individual needs of the person - and family - living with mental illness. These services must be freely available to all persons when and where they need them, regardless of the individual's setting or status - homeless, residential, extended care, outpatient, inpatient, independent living, schools or criminal justice settings
- Promotion of community support programs, including appropriate living arrangements linked with supportive social, vocational rehabilitation and employment programs
- Improvement of private and governmental funding for mental health facilities and services, care and treatment, and residential and research programs
- Collaboration with other national and international mental health and substance abuse organizations and advocacy groups
- Delineation and enforcement of rights of persons with serious mental illness and their families
- Soliciting and receiving funds in support of all of the above
- Advocate forcefully for additional research into mental illness, with a goal of developing treatments and cures for all these disorders

## **ARTICLE I**

### **Membership**

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

There shall be three categories of members:

- (1) Individual Members
- (2) Local Affiliates (“Affiliates”)
- (3) State Organizations

#### **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.

**Section 3. Voting Members.** Affiliates and State Organizations shall be Voting Members with one vote each as provided in these Bylaws.

#### **Section 4. Affiliates.**

- (1) **Incorporation and Tax Exemption.** Affiliates may be incorporated or unincorporated. If incorporated, then the Affiliate must obtain tax-exempt status as a 501(c)(3) organization under the U.S. Internal Revenue Code.
- (2) **Roles.** The roles of Affiliates may include, among other things, to organize and assist local support groups, to provide local information and referral services, to conduct community education by serving on local committees and boards, to interact with local professionals, to involve other community groups in the NAMI agenda, to work with the local media on matters relating to mental illness, to report on local issues and needs to their Organization; to engage in fund raising for Affiliate, Organization, and NAMI offices and programs, and to engage in grass roots advocacy on local, state and federal issues.
- (3) **Affiliation with State Organization.** All Affiliates may become members of their respective NAMI chartered State Organization, if one exists.
- (4) **Voting Rights.** Each Affiliate in good standing as defined by criteria set by the Board of Directors shall be entitled to cast one vote in any election for the Board of Directors or any other matter put before the voting members by the Board of Directors.
- (5) **Independence.** Affiliates 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 other such groups.

## **Section 5. State Organizations.**

- (1) Roles. The roles of State Organizations may be, among other things, to lead a public policy agenda within their respective states which reflects the needs of all areas of their respective states, to conduct advocacy at state level within the legislative, executive and judicial branches, to monitor the activities and the budgets of state agencies, to encourage coordination of local advocacy, to support Affiliates by (i) organizing new Affiliates, (ii) providing a state information and referral service, (iii) providing technical assistance to Affiliates, (iv) conducting state conferences, and reporting on state issues to NAMI.
- (2) Eligibility for Application for State Organization Charter. A charter shall be granted to State Organizations that meet the criteria established by the Board of Directors.
- (3) Number of State Organizations per State. There may be only one chartered State Organization in each state or territory.
- (4) Incorporation and Tax Exemption. State Organizations shall be incorporated as not-for-profit corporations under the laws of their respective state, and shall meet the requirements of, and, during the period of the chartering process, shall have applied for status as a tax-exempt organization under the provisions of the Federal Internal Revenue Code.
- (5) Voting Rights. Each State Organization in good standing as defined by criteria set by the Board of Directors shall be entitled to cast one vote in any election for the Board of Directors or other vote on any matter put before the Members by the Board of Directors.
- (6) Independence. State Organizations 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 other such groups.

## **Section 6. Termination.**

- (1) The Board of Directors may revoke its grant of Affiliate or State Organization status if, in the Board's judgment, the Affiliate or State Organization: (a) materially breaches any provision of its written agreements; (b) violates these Bylaws; (c) persistently fails to advance NAMI's mission; (d) is cited by local, state, or federal regulatory authorities for material misconduct; or (e) is found, in a dispute with another actual or potential Affiliate or Organization subject to resolution by the Board, to be materially deficient as a NAMI representative.
- (2) Termination of a State Organization's charter will not terminate the status of its Affiliates. Termination of Affiliate status will not terminate the NAMI membership of the former Affiliate's members.
- (3) An Affiliate or State Organization may undergo voluntary dissolution but must provide reasonable advance notice of the intention and reasons therefore to NAMI before undertaking such a step.
- (4) An Affiliate or State Organization that has its charter permanently revoked or is otherwise shut down by operation of federal, state, or local regulatory authority may be terminated as a NAMI Affiliate or State Organization, provided that an Affiliate or State Organization may petition NAMI to delay termination pending resolution of appeals.

## **ARTICLE II**

### **Finance**

**Section 1.** Dues shall be set at the annual meeting of the Board of Directors.

**Section 2.** The fiscal year shall be from January 1 through December 31.

## **ARTICLE III**

### **Member Meetings**

**Section 1. Annual Meeting.** The annual meeting of the Individual Members, Affiliates, and State Organizations shall be on such dates and at such place as the Board of Directors shall designate. Voting Members representing twenty percent (20%) of the voting power of the membership shall constitute a quorum at any meeting of the members. Voting Members shall designate delegates to vote at the annual meeting. Voting Members may be represented by written proxy. The delegates shall act by majority vote at any meeting of the voting members at which a quorum is present, except as may be specifically provided to the contrary elsewhere in these Bylaws.

**Section 2. Special Meetings.** Special meetings of the members may be called by a majority of the Board of Directors. Special meetings may also be called by petition of one-eighth (1/8) of the Voting Members.

## **ARTICLE IV**

### **Board of Directors**

**Section 1. Directors.**

- (1) **Composition.** The Board of Directors shall consist of (a) 12 regular directors elected by the Voting Members according to procedures set forth in Section 4 below, (b) one Peer Leadership Council director elected by the Peer Leadership Council, (c) one Executive Directors Council director elected by the Executive Directors Council, (d) one Affiliate Presidents Council director elected by the Affiliate Presidents Council, (e) two Next Gen directors nominated by the Next Gen staff and elected by the Board, (f) at the discretion of the Board of Directors, in consultation with the Chief Executive Officer, up to three additional At-Large directors elected by the Board who provide the Board with desirable skill, knowledge or experience, and (g) at the discretion of the President, the Immediate Past President as a non-voting Director. In addition, the Executive Committee may appoint one Past President as a non-voting President Emeritus for a term of one year but without term limits. The term of office of the Immediate Past President shall also be at the discretion of the current President but shall in no event extend beyond two years.
- (2) **Board Action and Vacancies.** Any action taken by the Board of Directors consistent with these Bylaws shall constitute official action of the Board.

**Section 2. Qualifications.**

- (1) The Board of Directors shall be NAMI members and consist of at least seventy-five percent persons with a lived experience of mental illness, a relative or caregiver of a person with a lived experience of mental illness, or a friend of a person with a lived experience of mental illness.

- (2) No employee of NAMI (national staff) may serve on the Board of Directors during their tenure of employment and for one year thereafter.
- (3) Any current or former member of the Board of Directors must wait for a period of one year following their service as a Director before becoming a NAMI staff member.

### **Section 3. Terms of Office.**

- (1) Term Limits. All Directors other than the at-large Directors, the Next Gen Directors, and the President Emeritus may serve no more than two consecutive full terms. Service of a partial term of office does not count as a full term for this purpose.
- (2) Regular Directors. At each annual meeting of the members, the Voting Members shall elect four regular directors to staggered terms for a term of three years each or until their respective successors shall have been duly elected and qualified to succeed the class of regular directors whose term will expire at the end of such meeting.
- (3) Peer Leadership Council Director. At each third annual meeting, the Peer Leadership Council shall elect from its members the Peer Leadership Council 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.
- (4) Executive Directors Council Director. Commencing in 2021 and at each third annual meeting thereafter, the Executive Directors Council shall elect from its members the Executive Directors Council 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 Executive Directors Council director whose term shall have expired that year.
- (5) Affiliate Presidents Council Director. At each third annual meeting, the Affiliate Presidents Council shall elect from its members the Affiliate Presidents Council 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 Affiliate Presidents' Council director whose term shall have expired that year.
- (6) At-Large Directors. At each annual meeting of the Board of Directors, the Board, in consultation with the Chief Executive Officer, may elect three persons to serve for a term of one year, subject every year to reappointment.
- (7) Next Gen Directors. Commencing in 2025 and at each annual meeting of the NAMI Board of Directors thereafter, the Board shall elect two Next Gen voting directors serving terms of two years each with the Next Gen directors serving staggered terms.
- (8) Immediate Past President. The term of office of the Immediate Past President, if appointed, shall be at the discretion of the current President but shall in no event extend beyond two years.
- (9) President Emeritus. The term of the President Emeritus, if one be appointed, shall be one year. A President Emeritus shall not be subject to any term limits.

**Section 4. Nominating Procedures.** Nominations for regular directors may only be made by Affiliates and State Organizations. No Affiliate or State Organization may nominate more than one individual for regular director per election. Nominations shall be in writing and forwarded to the President not less than sixty days prior to the commencement of the next annual member meeting.

**Section 5. Removal.** Any director may be removed with cause by the affirmative vote of a majority of the directors then in office. “Cause” shall include, but not be limited to, misconduct, conviction for a crime, or any action or failure to act which has damaged or is likely to damage NAMI’s reputation. The failure by any individual Director to attend two meetings of the Board of Directors within a Board year without an excuse approved by the President may serve as a basis for removal of that individual from the Board. When the Board of Directors determines that an individual should be removed, that individual shall be provided with notice the intention to remove and shall have the opportunity to respond and object to such removal before the full Board within ten days of receipt of notice.

**Section 6. Vacancy.**

- (1) In case of any vacancy of one or more Directors, other than the Peer Leadership Council member, Executive Directors Council member, or Affiliate Presidents Council member, the Board of Directors shall elect the person to fill the vacancy for the unexpired term.
- (2) In case of any vacancy of the Peer Leadership Council member of the Board of Directors, the Executive Committee of the Peer Leadership Council shall elect a Peer Leadership Council member to fill the vacancy for the unexpired term.
- (3) In case of any vacancy of the Executive Directors Council member of the Board of Directors, the Executive Committee of the Executive Directors Council shall elect an Executive Director member to fill the vacancy for the unexpired term.
- (4) In case of any vacancy of the Affiliate Presidents Council member of the Board of Directors, the Executive Committee of the Affiliate Presidents Council shall elect an Affiliate President member to fill the vacancy for the unexpired term.

**Section 7. Peer Leadership Council.** There shall be a Peer Leadership Council that serves in an advisory capacity to the Board of Directors and shall elect one of its members to the Board. The Council shall consist of NAMI members with a lived experience of mental illness and are in active recovery. Each State Organization in good standing shall elect or appoint one Representative to serve on the Peer Leadership Council for a term of not less than one year. Each State Organization may also appoint one Alternate to serve in the Representative’s absence. Affiliates in states and territories without a State Organization shall elect by consensus one Representative from their membership and may appoint one Alternate to serve in the Representative’s absence.

**Section 8. Executive Directors Council.** There shall be an Executive Directors Council of persons who are executive directors of NAMI State Organizations or Affiliates. The Executive Directors Council shall serve in an advisory capacity to the NAMI Board of Directors and shall elect one of its members to the Board.

**Section 9. Affiliate Presidents Council.** There shall be an Affiliate Presidents Council of persons who are elected board presidents of NAMI incorporated local Affiliate organizations. The Affiliate Presidents Council shall serve in an advisory capacity to the NAMI Board of Directors and shall elect one of its members to the Board.



## **ARTICLE V**

### **Board of Directors Meetings**

**Section 1. Annual Board Meeting.** After each annual meeting of the members, the Board of Directors shall convene the Annual Board Meeting. The directors shall elect, from among the directors, the officers described in Article VII below. Such officers shall hold office until the next Annual Board Meeting or until their successors shall have been duly elected.

**Section 2. Regular Meetings.** In addition to the Annual Board Meeting, the Board of Directors shall hold at least three regular meetings annually, the times and places therefor to be designated by the President.

**Section 3. Special Meetings.** To address time-sensitive issues that cannot await regular meetings, the President, or any three members of the Board, may call a special meeting on not less than two days' notice.

**Section 4. Conduct of Meetings.** Directors can participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 5. Quorum.** A majority of the voting members of the Board of Directors shall constitute a quorum at any meeting, and a majority of those present in either case shall have power to act in all matters, except as otherwise provided in these Bylaws, provided, however, that no real estate of the corporation shall be sold, leased, mortgaged, or otherwise disposed of, except by resolution approved by not less than a majority of the Board of Directors. Directors can participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 6. Duties.** In addition to the responsibilities vested in them by these Bylaws, the directors shall be vested with the responsibility to execute the corporate purposes as stated in the Statement of Purpose contained in the Articles of Incorporation. It shall be the continuing responsibility of the Board of Directors to evaluate the overall function of the organization to ensure that the purposes are adequately furthered.

**Section 7. Action Without Meeting.** Action required or permitted to be taken at a directors' meeting may be taken without a meeting if the action is taken by all of the directors. The action must be evidenced by one or more consents describing the action taken, which, in the aggregate, must be signed by each director. The consents and signatures may be in writing or by electronic transmission, and the writing or writings or electronic transmission or electronic transmissions must be included in the minutes or filed with the corporate records. The filing must be in a paper format if the minutes are maintained in a paper format and must be in an electronic format if the minutes are maintained in an electronic format. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Any director may revoke a consent by delivering a signed revocation of the consent to the president or secretary before the date the last director signs the consent or consents.

## **ARTICLE VI**

### **Committees**

**Section 1. Executive Committee.** The Executive Committee shall be comprised of the President, the two Vice-Presidents, the Secretary, and the Treasurer, who shall be members of the Board of Directors, and as non-voting members, the Immediate Past President, if one be appointed, the President Emeritus, if one be appointed, and the Chief Executive Officer. The President shall act as Chair and the Secretary as Secretary of the Committee. In the interim between the meetings of the Board of Directors, the Executive Committee shall have and shall exercise all the powers of the Board save and except only the powers to fill vacancies on the Board, and to remove officers elected or appointed by the Board. A majority of the voting members of the Committee shall constitute a quorum. All actions shall require a majority vote of the regular members present. The Committee shall keep minutes of all its meetings and transactions, provided that where the Executive Committee is deliberating on confidential matters, such confidentiality shall be preserved by general description in the minutes. Such minutes shall be reported at each meeting of the Board of Directors for approval and ratification by the Board of actions taken by the Executive Committee.

**Section 2. Standing Committees.** The Board of Directors may create Standing Committees of the Board. Such committees, to the extent provided by the Board in their creation, shall have and exercise the authority of the Board of Directors in the management of the corporation. The meetings and actions of the Standing Committees must be recorded in minutes submitted within a reasonable time to the Board.

**Section 3. Other Committees.** The Board of Directors may create other advisory, ad hoc, temporary, or non-Board committees, without, or with more limited, ability to exercise the authority of the Board. Such committees do not require, but may include, directors as members. The Board may only delegate the authority of the Board to a committee comprised solely of directors.

## **ARTICLE VII**

### **Officers**

**Section 1. General.** The corporation shall have as officers a President, a First Vice-President and a Second Vice-President, a Secretary, and a Treasurer, and such other officers as the Board of Directors shall deem necessary for the proper management of the corporation. Any officer may be elected to successive terms of the same or another office so long as they complete their service as an officer during their term as a Director on the Board.

**Section 2. President.** The President shall serve a term of two years. The President shall preside at all meetings. The President shall exercise such authority and perform such duties as the Board of Directors may from time to time assign. The President shall appoint committee chairs, at his or her discretion, no later than thirty days after the Annual Board Meeting.

**Section 3. Vice-Presidents.** The First Vice-President shall serve a term of one year. The Second Vice-President shall serve a term of one year. In the event of the death, absence, incapacity, inability or refusal to act of the President, the first Vice-President shall fulfill the duties of the President on a temporary basis or succeed to the office of President. In the event that the office of First Vice-President is vacant, the Second Vice-President shall succeed to the office of First Vice-President.

**Section 4. Secretary.** The Secretary shall serve a term of one year. The Secretary shall attend all meetings of the Board of Directors and shall record all votes taken and the minutes of all proceedings in a minute book of the corporation to be kept for that purpose. The Secretary shall give notice of meeting and shall perform such other duties as are incident to the office of Secretary and as may be assigned to the Secretary by the Board of Directors or President. The Secretary shall retain the minutes of the corporation and all written consents of the Directors adopted in accordance with Section 6 of Article V. The Secretary shall attest the signatures of authorized officers of the corporation on any instrument requiring attestation. The Secretary may, with the consent of the Board of Directors, assign such duties to the staff of the corporation with the exception of the attestation of the signatures of authorized offices of the corporation.

**Section 5. Treasurer.** The Treasurer shall serve a term of one year. The Treasurer shall have supervision and custody of all monies, securities and other valuable properties of the corporation and shall cause to be kept complete and accurate accounts of the receipts and disbursement of the corporation in books belonging to it. The Treasurer shall cause all monies and other valuable effects to be deposited in the name and to the credit of the corporation in such accounts and in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse and supervise the disbursement of funds of the corporation in accordance with the authority of the Board of Directors, taking proper vouchers therefore. The Treasurer shall render to the President and Directors, whenever required, a written detailed account of his or her transactions as Treasurer and of the financial condition of the corporation, including a statement of all its assets, liabilities, and financial transactions. The Treasurer shall further perform such other duties as the President or Board of Directors direct and such other duties as usually pertain to the office of Treasurer. The Treasurer may, with the consent of the Board of Directors, assign such duties to the staff of the corporation. The Treasurer shall be relieved of all of the responsibility for any securities or monies or the disbursement thereof committed by the directors to the custody of any other person or corporation, or the supervision of which is delegated by the Board of Directors to any other officer, agent or employee, and the Treasurer shall not be responsible for any action of any officer, agent or employee of the corporation.

## **ARTICLE VIII**

### **Chief Executive Officer**

The Board of Directors may hire a Chief Executive Officer, who will oversee and manage the corporation's day-to-day affairs. The Chief Executive Officer will exercise such authority and perform such duties as assigned by the Board.

## **ARTICLE IX**

### **Nondiscrimination**

NAMI 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, health status, political party affiliation, or lived experience.

## **ARTICLE X**

### **Indemnification of Directors, Officers, Employees and Agents**

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

partnership, joint venture, trust or other enterprise shall be indemnified by the corporation in the manner and to the full extent that the corporation has power to indemnify such person under Chapter 31, Article 5 of the Arizona Revised Statutes as now in effect or hereafter amended; provided, however, that the corporation shall not so indemnify such person, or purchase or maintain indemnity insurance for the benefit of such person, in the event such indemnification or expenditure would either (i) then constitute an act of “self-dealing” or a “taxable expenditure,” as defined by Sections 4941(d)(1) and 4945(d), respectively, of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code, as amended), or (ii) violate the provisions of any other section of the Arizona Revised Statutes as then in effect.

## **ARTICLE XI**

### **Notice of Time and Place of Meetings**

Written notice stating the place, day and time of the Board and Member meetings and, in the case of special meetings, the purpose or purposes for which the meeting is called, shall be delivered or given, either personally, by mail or by e-mail, to each Member or Director of record at such address as appears on the books of the corporation. Notice of any Member meeting shall be not less than 10 nor more than 60 days prior to the meeting. Notice of a meeting of the Board of Directors shall be given not less than 14 days prior to a regular meeting and not less than two days prior to a special meeting. Notice given by mail shall be deemed given at the time such notice is postmarked. Notice given by e-mailing shall be deemed given at the time such notice is sent. Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## **ARTICLE XII**

### **Revision or Amendment of Bylaws**

Revisions or amendments may be proposed by any Affiliate, State Organization, or Director. Any such proposed amendments shall be submitted in writing to the Secretary not less than fourteen days prior to the date of the next Regular Meeting of the Board. All proposed revisions or amendments to the Bylaws shall be first approved by a majority of the Board at a meeting at which a quorum is present and then publicly posted not less than thirty (30) days prior to the next annual Membership meeting. A two-thirds majority of the Voting Membership voting at a meeting at which a quorum is present shall be required to amend the Bylaws.

## **ARTICLE XIII**

### **Statutory Governance**

Whenever not otherwise provided in the Bylaws, the internal affairs of the corporation shall be governed by the procedures established in the Arizona Nonprofit Corporation Act.