



nami

National Alliance on Mental Illness

National Bylaws

Effective June 5, 2024

4301 Wilson Blvd., Suite 300
Arlington, VA 22203
www.nami.org

DRAFT

this page left intentionally blank

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. Members:

- (1) A NAMI Member (“Member”) is any individual who endorses the NAMI mission.
- (2) Prospective members may commence their application for membership at the national, state, or local level. Upon acceptance of the application at any level, the new Member will automatically become a Member at the national, state, and local levels. Prospective members will, in their initial application at any of the three levels, identify their preferred Local Affiliate. That identification will determine the State Organization to which they become a Member.
- (3) The terms and conditions of membership in the Local Affiliate and State Organization shall be substantially the same as the terms and conditions of membership in NAMI and shall be set forth in the bylaws or, in the absence of bylaws, operating procedures.
- (4) Local Affiliate or State Organization may create additional classes of membership within their bylaws in accordance with the laws of their jurisdiction, and not inconsistent with these Bylaws.
- (5) Members have no voting rights at the national level.

Section 2. Alliance Members. An Alliance Member is a (1) Local Affiliate, or (2) State Organization that endorses the NAMI mission and adheres to the criteria established from time to time for Alliance Members by the NAMI Board of Directors.

- (1) Local Affiliates (“Affiliates”)
 - (a) Definition. Affiliates shall be groups of five or more Members that have obtained Affiliate status in NAMI in accordance with the criteria established by the NAMI Board of Directors. Affiliates in states in which there is no State Organization are Alliance Members of NAMI.
 - (b) Incorporation and Tax Exemption. Affiliates may be incorporated or unincorporated. If incorporated, then Affiliate must obtain tax-exempt status as a 501(c)(3) organization under the U.S. Internal Revenue Code.
 - (c) 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 State 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.

- (d) Voting Rights. Affiliates have no voting rights within NAMI. Each Affiliate in good standing may, if prescribed in the bylaws of its State Organization, be a voting member in any election or other State Organizational matter.
- (e) Affiliation with State Organization. All Affiliates are automatically members of their respective NAMI chartered State Organization, if one exists.
- (f) Name and Logo. All Affiliates shall include in their names the word “NAMI.” Each Affiliate shall acknowledge by written agreement that NAMI intellectual property, including the name, acronym, and logo, is the exclusive property of NAMI, and that its uses shall be in accordance with NAMI policy, and that upon termination of affiliate status, the uses of NAMI intellectual property shall cease.
- (g) Independence. All Affiliates shall be independent of other agencies and advocacy groups not affiliated with NAMI. In no event shall a NAMI Affiliate combine with another organization in its bylaws, articles of incorporation, or boards of directors.
- (h) Good Standing. An Affiliate in “good standing” has: (1) the required 5 or more active Members per Section 2(1)(a) above; (2) a signed affiliate agreement with NAMI; (3) the required and current federal, state, and local government registrations for nonprofit and charitable entities; and (4) at least one NAMI Signature program offering with sufficient reporting to NAMI. Unincorporated affiliates may be in good standing without observing registration formalities only applicable to corporations.
- (i) State Organization Endorsement of Affiliate Applications for Membership. All applications to NAMI for Affiliate membership in NAMI shall, within a reasonable time, be endorsed by their State Organization. Failure or refusal of a State Organization to endorse a membership application of a proposed Affiliate within sixty days of the date of the State Organization’s receipt of the application from NAMI may, at the election of the applicant, be deemed a dispute to be resolved through the provisions of Section 2(2)(h)(v) below. In the instance where NAMI receives an application for Affiliate membership from a state/territory without a State Organization, then the NAMI Board of Directors may grant Affiliate status to the applicant without input from a State Organization.
- (j) Dispute Resolution. In the event of a dispute in a state with a chartered State Organization, the provisions of Section 2(2)(h)(v) below shall be used. In the event of a dispute in a state where no State Organization is chartered, if such disputes cannot be resolved informally within ninety days from first notice of the dispute, then one or more of the disputants may appeal to the NAMI Board of Directors for final and binding resolution.

(2) State Organizations

- (a) Definition. State Organizations shall be groups of at least three geographically distinct Affiliates in good standing (see Section 2(1)(h) above) within one state. One Affiliate in the District of Columbia or any U.S. Territory may suffice to constitute a State Organization. In exceptional circumstances, the NAMI Board of Directors may grant a charter to a State Organization without the organization meeting the three geographically distinct Affiliates requirement.
- (b) Roles. The roles of State Organizations may be, among other things: to develop a mental illness agenda within their respective states which reflects the needs of all areas of their respective states; to conduct advocacy at the 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 to report on state issues to NAMI.
- (c) Voting Rights. State Organizations have no voting rights within NAMI.
- (d) Eligibility for Application for State Organization Charter. A charter shall be granted to State Organizations that meet the criteria established by the NAMI Board of Directors. Whether a State Organization meets those criteria, or the requirements of these Bylaws, shall be determined by the NAMI Board in its sole discretion. Any three or more geographically distinct NAMI Affiliates within a state that (a) does not have a State Organization in existence and recognized by the NAMI Board, or (b) in which the currently recognized State Organization fails to satisfy the requirements for “good standing” as set forth in Section (g) below, may apply to NAMI for a State Organization charter.
- (e) Number of Organizations per State. There may be only one chartered NAMI State Organization in each state or U.S. Territory.
- (f) Incorporation. 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.
- (g) Good Standing. A State Organization in “good standing”: (1) satisfies the definition as set forth in Section 2(2)(a) above; (2) has a signed charter agreement with NAMI; (3) has the required and current federal, state, and local government registrations for nonprofit and charitable entities; and (4) has at least one NAMI Signature program offering with sufficient reporting to NAMI.

- (h) Bylaws. In addition to meeting the requirements of the laws of its state of incorporation, the bylaws of each State Organization shall at a minimum address the following subject matters.
- (i) Mission statement. A mission statement must be consistent with NAMI's mission, and may further ensure representation of the interests of, among others, persons with a lived experience of mental illness, minorities, ages, urban, rural, and other geographical areas within the state.
 - (ii) Membership. All Affiliates and all Members of Affiliates are members of the State Organization of the state in which the Affiliates are situated, and the bylaws may further define that membership.
 - (iii) Voting Members. If members are allowed to vote, the State Organization's bylaws shall prescribe the general method by which such voting occurs in matters internal to the State Organization.
 - (iv) Intellectual Property. Bylaws must acknowledge that NAMI intellectual property, including the name, acronym, and logo, is the exclusive property of NAMI, and that their uses shall be in accordance with NAMI policy, and that upon termination of the charter, the uses of NAMI intellectual property shall cease.
 - (v) Resolution of Disputes. The Board of Directors of the State Organization shall be invested with the authority to mediate disputes among its member Affiliates, proposed Affiliates, and/or Members. The Bylaws should describe procedures and standards applicable to informal or formal dispute resolution. In the event the resolution of the dispute cannot be achieved within ninety days from the receipt of notice of the dispute, then a dissatisfied party may appeal to the NAMI Board of Directors for final and binding resolution. If the NAMI State Organization is itself in a dispute, and the dispute cannot be informally resolved within ninety days, then a dissatisfied disputant may appeal to the NAMI Board for final and binding resolution by the NAMI Board.
 - (vi) Non-Discrimination. The bylaws of each State Organization shall provide that neither it nor any member Affiliate shall 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.
 - (vii) Adoption/Ratification of Bylaws. The bylaws should specify the requirements for adoption, ratification, and amendment of the State Organization's bylaws. Unless otherwise specified in the bylaws, the default requirement shall be a two-thirds majority of all voting members to adopt, ratify, or amend the bylaws.

- (viii) Independence. The bylaws should specify that State Organizations must be independent of other agencies and advocacy groups not affiliated with NAMI. In no event shall a NAMI State Organization combine with another organization in its bylaws, articles of incorporation, or boards of directors.
- (ix) National Peer Leadership Council Representation. The bylaws should prescribe the method by which the State Organization elects or appoints a Representative to the Peer Leadership Council as prescribed in Article IV Section 7.

Section 3. Supporters. Affiliates, State Organizations, or NAMI may recognize individuals, associations, and corporations that support the mission of NAMI, provided that any such recognition is fully consistent with NAMI's mission and does not violate conflict of interest principles.

Section 4. Termination.

- (1) The NAMI Board of Directors may revoke its grant of NAMI affiliate or charter status if, in the NAMI Board's judgment, the Affiliate or State Organization: (a) materially breaches any provision of its written agreements; (b) violates NAMI 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 State Organization subject to resolution by the NAMI Board, to be materially deficient as a NAMI representative.
- (2) Termination of a State Organization's charter will not terminate the status of its Affiliate members as Alliance Members of NAMI. 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 therefor to NAMI before undertaking such a step.
- (4) An Affiliate or State Organization that has its license permanently revoked or is otherwise shut down by operation of federal, state, or local regulatory authority is automatically 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.
- (5) Upon termination or surrender of the Affiliate or State Organization status granted by the NAMI Board, rights to use NAMI intellectual property, including the NAMI name and logo, immediately terminates, and NAMI will take appropriate steps to protect its intellectual property.

ARTICLE II

Finance

Section 1. NAMI will not require Members or Alliance Members to pay dues.

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

ARTICLE III

Member Meetings

The annual meeting of the Members shall be on such dates and at such place as the Board of Directors shall designate.

ARTICLE IV

Board of Directors

Section 1. Directors.

- (1) Composition. The Board of Directors shall consist of (a) 15 regular directors elected by the NAMI Board of Directors, according to Nominating Committee 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) two Next Gen directors elected by the Board of Directors, (e) at the discretion of the Board President in consultation with the Chief Executive Officer, up to two additional Board-appointed at-large directors who provide the Board with desirable skill, knowledge or experience, and (f) 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.
- (2) Election. Directors shall be elected, after the nominations process described in Section 4 below and according to the qualifications and procedures described in Sections 2 and 3 below, at or before the Annual Members Meeting referenced in Article III above, and before the election of officers at the Annual Board Meeting described in Article V.
- (3) Board Action and Vacancies. Any action taken by the Board of Directors consistent with these Bylaws shall constitute official action of the Board, even if one or more Board vacancies exist.

Section 2. Qualifications.

- (1) The Board of Directors shall be NAMI members and consist of at least seventy-five percent persons who have or have had mental illness, or parents, or caregivers, or other relatives thereof.
- (2) Executive Directors of NAMI State Organizations and Affiliates are eligible to serve.

- (3) No employee of NAMI (national staff) may serve on the Board of Directors during their tenure of employment and for one year thereafter. 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.
- (4) In the case of the fifteen regular directors, only persons qualified as nominees according to Nominating Committee procedures set forth in Article VI Section 2, may be elected.

Section 3. Terms of Office.

- (1) Term Limits. All Directors other than the at-large, the Next Gen directors, and President Emeritus may serve no more than two consecutive full terms.
- (2) Regular Directors. At each annual meeting of the NAMI Board of Directors, the NAMI Board – based on recommendations from the Nominating Committee as described in Section 4 below – shall elect five regular directors for a term of three years 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 of the NAMI Board of Directors, 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 of the NAMI Board of Directors 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) At-Large Directors. Commencing in 2022 and following each annual meeting of the NAMI Board of Directors thereafter, the NAMI President, in consultation with the NAMI Chief Executive Officer, may appoint one or two persons to serve for a term of one year, subject every year to reappointment.
- (6) Next Gen Directors. Commencing in 2024 and at each third annual meeting of the NAMI Board of Directors thereafter, the Board shall elect two Next Gen directors serving single terms of three years each. The Next Gen directors will not have voting rights in their first year but will have voting rights in the next two years.
- (7) President Emeritus. The term of the President Emeritus, if one be appointed, shall be three years. A President Emeritus shall not be subject to any term limits.

Section 4. Nominating Procedure for Regular Directors. 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 office of the NAMI President not less than sixty days prior to the commencement of the next annual Member meeting who shall then forward such nominations to the Nominating Committee. The Nominating Committee shall submit to each active Board director the name, nominator, and resume of each individual so nominated.

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 an individual Director to attend two meetings of the Board of Directors within a Board year without an excuse may serve as a basis for removal of that individual from the Board. The determination of whether a particular individual should be removed for non-attendance shall include consideration of contributions that the individual has made to the organization in the individual's capacity as a Director in lieu of attendance at meetings. When the Board of Directors determines that an individual should be removed, that individual shall be provided with notice of 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 regular directors, 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 Director Council member of the Board of Directors, the Executive Committee of the Executive Director Council shall elect an Executive Director member to fill the vacancy for the unexpired term.
- (4) In case of any vacancy of one or more of the appointed at-large members of the Board of Directors, the Board may appoint a person to fill the vacancy for one year.
- (5) In case of any vacancy of the Next Gen members of the Board of Directors, the Board may appoint a person 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 NAMI Board.

Section 9. Appointed NAMI Director. The NAMI President, in consultation with the NAMI Chief Executive Officer, may select one or two persons who have the skill, knowledge, and/or experience to strengthen the NAMI Board and fill any identified strategic needs.

Section 10. State Presidents Council. There shall be a State Presidents Council of persons who are Presidents of NAMI State Organizations. The State Presidents Council shall serve in an advisory capacity to the NAMI Board of Directors.

Section 11. Affiliate Presidents Council. There shall be an Affiliate Presidents Council of persons who are Presidents of NAMI Affiliates. The Affiliate Presidents Council shall serve in an advisory capacity to the NAMI Board of Directors.

Section 12. Service Members, Veterans, and Families Council. There shall be a Service Members, Veterans, and Families Council that serves in an advisory capacity to the Board of Directors. The Council shall consist of veterans, active-duty military personnel, National Guard, and Reserves with mental health challenges, as well as family members of such persons and others committed to advocating for these personnel and their families. Each State Organization in good standing shall elect or appoint two Representatives to serve on the Service Members, Veterans, and Families Council for a term of not less than three years.

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 two 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.

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 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 an absolute majority of the Board of Directors.

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. Resolutions. The Board of Directors may pass resolutions on any subject related to NAMI's identity, mission, or management, subject to the quorum requirements in Section 5 above. Proposed resolutions for Board deliberation may only come from directors or duly constituted NAMI committees. Proposed resolutions from Members or other sources must be submitted first to the Board Policy & Governance Committee for deliberation and action by that committee. Resolutions approved by the Board shall contain the date and the resolution number and shall be publicly posted within seven days of approval.

Section 8. Consent to Corporate Action. If all voting directors, acting without a formal meeting, shall consent in writing, either on paper or by e-mail, to any action to be taken by the directors, such consent shall have the same force and effect as a unanimous vote of the directors at a meeting duly held. Any formal description shall state that such action was taken in accordance with these Bylaws and has the same force and effect as a unanimous vote of the directors at a meeting duly held.

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 ex officio, non-voting the Immediate Past President, the President Emeritus, if one be appointed, and the Chief Executive Officer. The President shall act as Chairperson 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 in 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. Nominating Committee. The Nominating Committee shall be comprised of the President, the Immediate Past President (if serving on the Board), one Representative from the Peer Leadership Council, one Representative from the Service Members, Veterans and Families Council, one Representative from the Executive Directors Council, one Representative from the State Presidents Council, one Representative from the Affiliate Presidents Council, and five directors selected by the President. The Nominating Committee shall be chaired by the First Vice President. A majority of the members of the Nominating Committee shall constitute a quorum. All actions shall require a majority vote of the Committee members present. The Committee shall keep minutes of its meetings and transactions, and such minutes shall be reported at each meeting of the

Board of Directors. The Nominating Committee shall be charged with proposing nominees to the Board of Directors in compliance with the NAMI Board Policy & Governance Manual and the NAMI Board Procedures Manual. Such nominees shall be drawn from a list comprised exclusively of NAMI Alliance Member nominees, as described in Article IV Section 4 above. Each NAMI Alliance Member, by procedures determined by each Affiliate and State Organization, may submit one nomination per Board year.

Section 3. Standing Committees. The Board of Directors may create Standing Committees of the Directors. 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 Standing Committees must be recorded in minutes submitted with a reasonable time to the Board of Directors.

Section 4. 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, and do not require, but may provide for, formal minutes of meetings and actions.

ARTICLE VII **Officers**

Section 1. General. The corporation shall have as executive officers a President, two Vice-Presidents, a Secretary, and a Treasurer, and such other officers as the Board of Directors shall deem necessary for the proper management of the corporation. The executive officers shall be elected by the Board of Directors from among the then current Board. Executive officers may serve additional terms, if duly elected or filling a vacancy, through the duration of their term as directors.

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 referenced in Article V Section 1 above.

Section 3. Vice-Presidents. The First Vice-President shall serve a term of two years. 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 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 meetings (subject to Article XI below) 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 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 therefor. 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.

Section 6. Immediate Past President. The Immediate Past President may be invited, as a non-voting Director, to return to the Board of Directors at the discretion of the current President. 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 three years.

ARTICLE VIII **Chief Executive Officer**

A Chief Executive Officer may be employed by the Board of Directors and shall have general direction of and supervision over the day-to-day affairs of the corporation. The Chief Executive Officer shall exercise such authority and perform such duties as the Board of Directors may from time to time assign to the Chief Executive Officer.

ARTICLE IX **Non-Discrimination**

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 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 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, Alliance Member, or Director of record at such address as appears on the books of the corporation, not less than two weeks before the date of the 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 Member, Alliance Member, or Director. Any such proposed amendments shall be submitted in writing to the Board Policy & Governance Committee not less than fourteen days prior to the date of the next Regular Meeting of the Board of Directors. The Board may modify this submission deadline. A two-thirds majority of the Directors with voting power then in office shall be required to amend the Bylaws. All successful revisions or amendments to the Bylaws shall be publicly posted not less than seven days following the Regular Meeting.

ARTICLE XIII
Seal

The Corporation shall have no seal.

ARTICLE XIV
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.