



National Alliance on Mental Illness

National Bylaws

Effective June 5, 2023

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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. There shall be three categories of members:

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

Section 2. Voting Members. The following categories shall be voting members as provided below:

- (1) Members,
- (2) Affiliates, and
- (3) Organization

that accept the mission of the NAMI organization and pay the annual dues in the amount and manner established from time to time for voting members by resolution of the Board of Directors of NAMI.

(1) Members

(a) Definition - a Member is:

- (i) a person with a lived experience of mental illness, or
- (ii) a relative or caregiver of a person with a lived experience of mental illness, or
- (iii) a friend of a person with a lived experience of mental illness

A Member may be one individual or a family of individuals living in one household that is counted as one for the purposes of paying dues and voting. A Member accepts the mission of NAMI and shall have paid dues to an Affiliate unless waived by the Affiliate. A Member shall have had his or her annual dues paid by the respective Affiliate to the respective Organization and to NAMI.

Members may become members through an “Open Door” policy that allows for a reduced dues payment. “Open Door” Members are defined by income or economic necessity, at the discretion of the Affiliate member or State Organization. “Open Door” Members shall have all the rights and privileges of members who pay full dues.

(b) Voting rights - Members (i) shall be the voting members of Affiliates, (ii) shall nominate and elect the members of the Board of Directors and adopt and amend the bylaws of their respective Organization, and (iii) may otherwise be voting members of their Organization, all as prescribed by the bylaws of their Organization, and (iv) shall also be the unit for purposes of determining the number of votes to be allocated to Affiliates in their voting by proportional representation within NAMI. A Member may support and work within several Affiliates but shall be a voting member of only one (1) Affiliate for NAMI and Organization purposes.

- (c) 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.

(2) Local Affiliates (“Affiliates”)

- (a) Definition - Affiliates shall be groups of five or more Members that have (i) become members of NAMI prior to the issuance of a NAMI state charter to their respective Organization, or (ii) become members of their respective Organization after the Organization having been chartered by NAMI pursuant to the provisions of Section 2 (3).
- (b) 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.
- (c) Affiliation with State Organization - Within one year of the date of initial chartering by NAMI as the State Organization, all existing and new Affiliates shall become members of their respective NAMI chartered State Organization.
- (d) Voting rights
 - (i) Within Organizations - Each Affiliate in good standing may be a voting member in any election or other vote on Organizational matters, excepting the nomination and election of members of the Board of Directors and the adoption and amendment of bylaws of the Organization, as may be prescribed by the bylaws of its Organization. These members must have paid dues in the last twelve months to be counted.
 - (ii) Within NAMI - Each Affiliate in good standing shall be entitled to cast, in any election or other vote on NAMI matters the number of votes determined by the following table:

*Number of current Members in
the Affiliate seventy (70) days
prior to the date of the meeting
at which votes are cast*

Number of Votes

5-50	1
51-100	2
101-200	3
201-300	4
301-400	5
401-500	6
501-600	7
601-700	8
701-800	9
801 or more	10

(iii) Good Standing - For purposes of determining an Affiliate's entitlement to vote, an Affiliate in "good standing" shall be defined as one in which the dues of at least 5 of its members shall have been paid to its Organization and to NAMI during the twelve (12) months preceding the credentialing date seventy (70) days prior to the annual meeting of NAMI. Only those members who have paid their dues during the twelve (12) month period that precedes the credentialing date shall be counted for purposes of determining the number of votes an Affiliate shall be entitled to cast in any election or other vote on NAMI matters. A list of the names of the qualifying local voting members constituting the voting membership of the Affiliate shall accompany the dues payment. In the event that an updated list does not accompany the dues payment, the prior year voting membership information of the Affiliate shall be used for purposes of determining the number of votes entitled to be cast by an Affiliate.

(e) Organization Endorsement of Affiliate Applications for Membership - All applications to NAMI for Affiliate membership in NAMI shall be endorsed by their respective Organization. Failure or refusal of an Organization to endorse favorably a membership application of a proposed Affiliate within sixty (60) days of the date of the 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(3)(f)(vii) below.

(3) State Organizations

(a) Definition - Organizations shall be groups of at least three (3) geographically dispersed Affiliates within one state or territory. Notwithstanding this section, one Affiliate in District of Columbia may constitute an Organization. Affiliates and Members in states in which there

is no Organization shall be deemed members of NAMI under these Bylaws notwithstanding any other provisions of these Bylaws to the contrary.

- (b) Roles - The roles of 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 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) Eligibility for Application for Organization Charter - A charter shall be granted to Organizations that meet the criteria established by the NAMI Board. Whether an Organization meets those criteria or the requirements of these Bylaws shall be determined by the NAMI Board in its sole discretion. Any three (3) or more geographically dispersed Affiliates of NAMI within a state that a) does not have an Organization in existence and recognized by the NAMI Board of Directors or b) in which the previously recognized Organization shall fail to meet the criteria for state chartering may organize as an independent body to seek charter by NAMI as an Organization.
- (d) Number of Organizations per State - There shall be one (1) chartered NAMI Organization in each state.
- (e) Incorporation - 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.
- (f) Bylaws - In addition to meeting the requirements of the laws of its state of incorporation, the bylaws of each Organization shall at a minimum contain provisions relating to the following subject matters:
 - (i) Mission statement - A mission statement consistent with NAMI's mission and means to accomplish it as stated in the preamble of these NAMI Bylaws.
 - (ii) Membership - All Affiliates and all Members of Affiliates shall be members of the Organization of the State in which the Affiliates are situated, provided that they pay the prescribed dues to NAMI and to the Organization.
 - (iii) Voting Members - Each Organization shall prescribe the method and formula by which its membership shall vote in matters internal

to the Organization. The method and formula for voting shall insure that Members shall have equal access to the process of nominating and electing the members of the Organization's Board of Directors and adoption and amendment of the Organization's Bylaws, and that Members and/or voting Affiliates shall have equal access to the process of voting upon other internal matters of the Organization, and shall further insure 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.

- (iv) Dues - The Bylaws of each Organization shall prescribe the method of determining dues to be paid by its members to the Organization, consistent with NAMI policies and procedures.
- (v) Name and Logo - All Organizations and their Affiliate members shall include in their names the word "NAMI." 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 member or Organization shall cease.
- (vi) Resolution of Disputes Between Members and Proposed Affiliates - The Board of Directors of the Organization shall be invested with authority to mediate disputes between its member Affiliates, between its proposed Affiliates and between its members and proposed Affiliates by procedures and standards established by the Organization Bylaws. In the event the resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the president of the Organization of a written notice from the Board of Directors of any member Affiliate or organizers of a proposed Affiliate of the existence of a dispute, or by agreement sooner, the dispute, together with the names of the persons authorized to act on the behalf of the member or proposed Affiliate, shall be referred by the Organization Board to the NAMI Board for final and binding resolution by the NAMI Board.
- (vii) Resolution of Disputes Between the Organization and Its Member Affiliates or Proposed Affiliates - The Bylaws of each Organization shall provide for a procedure for the mediation of disputes between the Organization and one or more of its proposed or member Affiliates; in the event that a resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the president of NAMI of a written notice form the organizers of a proposed Affiliate or from the Board of Directors of an Affiliate or an Organization of the existence of the dispute, or by agreement sooner, the dispute, together with the names of the persons authorized to act

on behalf of the disputants, shall be referred to the NAMI Board of Directors for final and binding resolution of the NAMI Board.

- (viii) Non-Discrimination - The Bylaws of each 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.
- (ix) Adoption/Ratification of Bylaws - The adoption or ratification of the Organization Bylaws approved for purposes of chartering by NAMI shall be by a two-thirds (2/3) majority of all Members of all NAMI member Affiliates within that state voting.
- (x) Organization Vote - Each Organization in good standing shall be entitled to cast one vote in any matter before a NAMI meeting. An Organization “in good standing” shall be one in which dues of the Organization shall have been paid to NAMI pursuant to a resolution of the NAMI Board for the current fiscal year at least seventy (70) days prior to the annual meeting.
- (xi) Independence - Organizations and 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 such other groups.
- (xii) National Peer Leadership Council Representation - The method by which the Organization elects or appoints a Representative to the Peer Leadership Council as prescribed in Article IV Section 7.

Section 3. Supporters. Affiliates, State Organizations, and NAMI National may recognize, for their contributions, individuals, associations, and corporations that support the mission of NAMI.

Section 4. Procedure.

- (1) The NAMI Board of Directors shall grant Affiliate status to Affiliates and shall charter Organizations. It shall charter no more than one (1) State Organization for each state or territory of the United States.
- (2) In states in which an Organization has been chartered, disputes between applicants for Affiliate membership, between an Affiliate and a proposed Affiliate, or between an Organization and a proposed or member Affiliate shall be resolved as provided in Section 2(3)(f), above.
- (3) In states in which no Organization has been chartered:
 - (a) Disputes between applicants for Affiliate membership, between an Affiliate

and a proposed Affiliate, and disputes between Affiliates which cannot be resolved within ninety (90) days from the receipt by the president of NAMI of a written notice from the Board of Directors of any member Affiliate or organizers of a proposed Affiliate of the existence of a dispute, or by agreement sooner, together with the names of persons authorized to act on behalf of the member Affiliate or proposed Affiliate, shall be referred to the NAMI Board for final and binding resolution.

- (b) Disputes between applicants for an Organization charter which cannot be resolved within ninety (90) days from the receipt by the president of NAMI of a written notice from the president of any of the applicants of the existence of the dispute, or by agreement sooner, together with the names of persons authorized to act on behalf of the disputants, shall be referred to the NAMI Board for final and binding resolution.

Section 5. Continuation /Termination of Status.

- (1) Unless and until an Organization shall fail to apply for or shall be denied a charter as an Organization, or an Affiliate shall fail to apply for or be denied membership in an Organization, within the time prescribed by these Bylaws, no change in their membership in NAMI shall occur, excepting by voluntary dissolution, or by termination of its affiliation or charter by the NAMI Board.
- (2) Termination of an Organization's charter shall not result in termination of the status of its Affiliate members as members of NAMI.
- (3) Failure of an Affiliate or Organization to comply with the NAMI Bylaws and affiliation or chartering criteria of the NAMI Board may result in termination of affiliation or charter, or such other actions as the Board may deem appropriate.

Section 6. Implementation Authority of the NAMI Board. In implementation of the provisions of this Article, the NAMI Board shall prescribe (1) procedures for the granting of membership status to Affiliate and charters to Organization, (2) procedures for the resolution of disputes by the NAMI Board, including allocation of responsibility for expenses incurred, and (3) procedures for the termination of the membership of Affiliates and the charter of Organization or the taking of other actions upon failure of an Affiliate or Organization to comply with these Bylaws and chartering criteria.

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

Meetings

Section 1. Member Meetings. The annual meeting of the members of the corporation shall be held

in the summer unless otherwise directed by the Board of Directors, 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. All meetings of the Board of Directors, its committees and the corporation shall be governed by Roberts' Rules of Order.

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 general membership.

Section 3. Resolutions. All resolutions proposed to be acted upon at annual meetings shall be proposed only by voting members, the Board of Directors, or duly constituted committees of the meeting. All proposed resolutions shall be submitted to a Resolutions Committee appointed pursuant to Article VI, Section 2 of these Bylaws, in writing and in advance of the meeting session at which they are to be considered. Proposed resolutions must be received by the national office not less than sixty (60) days prior to the meeting. This submission deadline may be modified by the affirmative vote of a majority of the directors then in office. Proposed resolutions received by the national office shall be forwarded to each voting member in good standing not less than thirty (30) days prior to the meeting. Resolutions shall be sent to the national office by United States Postal Service, either by registered mail, certified mail, Express Mail or Priority Mail, or any other USPS service offering Return Receipts or Signature Confirmation.

ARTICLE IV **Board of Directors**

Section 1. Directors. The Board of Directors shall consist of (a) 15 regular directors elected by the membership, (b) one Peer Leadership Council director elected by the Peer Leadership Council, (c) one Executive Directors' Council director elected by the Executive Directors' Council, and (d) at the discretion of the Board of Directors in consultation with the CEO, up to two additional Board-appointed directors who provide the Board with desirable skill, knowledge or experience. Any action taken by the Board of Directors in compliance with Article IV hereof during any vacancy of one or more members of the Board of Directors, shall constitute the action of the Board of Directors.

Section 2. Qualifications. The Board of Directors shall be NAMI members and consist of, at least seventy-five percent (75%), persons who have or have had mental illness, or parents or other relatives thereof. Directors may serve no more than two (2) consecutive full terms. No employee of NAMI (national staff) may serve on the Board of Directors during their tenure of employment and for one (1) year thereafter. Any member of the Board of Directors who becomes a NAMI staff member during their term of office shall not continue to serve on the Board of Directors. Executive Directors of NAMI state organizations and affiliates are eligible to serve.

Section 3. Terms of Office. At each annual meeting, the membership shall elect five (5) regular directors for a term of three (3) 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; at each third annual meeting, the Peer Leadership Council shall elect from its members the Peer Leadership Council director for a term of three (3) 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. Commencing in 2021 and at each third annual meeting thereafter, the Executive Director Council shall elect from its members the Executive Director Council director, elected to serve on the national board for a term of three (3) 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; commencing in 2022 and following each annual meeting thereafter, the NAMI Board, in consultation with the NAMI CEO, may appoint one (1) or two (2) persons to serve for a term of one (1) year, subject every year to reappointment, and upon the expiration of an appointed director's term, if the director is not reappointed or a new director appointed, the total number of board members shall be deemed reduced by one.

Section 4. Nominating Procedure for Regular Directors. Nominations for regular directors shall be made by Affiliates and Organizations. No Affiliate or Organization may nominate more than one individual for regular director per election. Nominations shall be in writing and forwarded to the office of the president of the corporation not less than sixty (60) days prior to the commencement of the next annual meeting. The office of the president shall submit to each voting member 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.

Section 6. Vacancy.

- (1) In case of any vacancy of one (1) or more regular members of the Board of Directors not elected in accordance with subsection (2) of this section, the Board of Directors shall elect the person or persons who shall fill the vacancy or vacancies for the unexpired term or terms.
- (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 members of the Board of Directors not elected in accordance with subsection (1) or (2) or (3) of this section, the Board of Directors may appoint the person or persons who may fill the vacancy or vacancies for one (1) year.

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 of Directors. The Council shall consist of NAMI members with a lived experience of mental illness and are in active recovery. Each state voting member 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 voting member may also appoint one Alternate to serve in the absence of the Representative. Affiliates in states and territories without a state voting member shall elect by consensus one Representative from their membership to represent the whole of a single state or territory lacking a state voting member and may appoint one alternate to serve in the absence of the Representative.

Section 8. Executive Director Council. There shall be an Executive Director Council of persons who are Executive Directors of NAMI state organizations or local affiliates. The Executive Director Council shall serve in an advisory capacity to the NAMI Board of Directors and shall elect one of its members to the NAMI Board of Directors. The Chair of the Executive Committee of the Executive Director Council will serve in an ex officio capacity to the NAMI Board of Directors.

Section 9. Appointed NAMI Director. There may be one (1) or two (2) persons who have the skill, knowledge, and/or experience to strengthen the NAMI Board to be selected by the NAMI Board, in consultation with the NAMI CEO, to fill any identified strategic needs.

ARTICLE V **Directors Meetings**

Section 1. Annual Meeting. After each annual meeting of the members, the Board of Directors shall meet and organize by electing, from among the directors, the officers. Such officers shall hold office until the next annual meeting or until their successors shall have been duly appointed.

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

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the President or any three (3) members of the Board of Directors.

Section 4. Quorum. A majority 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 specifically provided to the contrary elsewhere 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 5. 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 and the expressed consensus of the members. 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 being adequately served.

Section 6. Consent to Corporate Action. If the directors of the corporation, acting without a

meeting, shall severally or collectively consent in writing, either on paper or by e-mail, to any action to be taken by the directors, such consents shall have the same force and effect as a unanimous vote of the directors at a meeting duly held. Any certificate in respect of action taken by the written consent of the directors 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.

Section 7. Removal for Non-attendance at Board Meetings. The failure by an individual Director to attend two (2) consecutive meetings of the Board of Directors without excuse may serve as a basis for removal of that individual from the Board of Directors. 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 his or her capacity as a Director in lieu of attendance at meetings of the Board of Directors. 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 of Directors within ten (10) days of receipt of notice.

ARTICLE VI **Committees**

Section 1. Executive Committee. The Executive Committee shall be comprised of the President, the two Vice-Presidents, the Secretary, the Treasurer, who shall be members of the Board of Directors, and the Chief Executive Officer ex officio, non-voting. The President shall act as Chairman 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 of the powers of the Board of Directors save and except only the powers to fill vacancies in the Board of Directors, and to remove officers elected or appointed by the Board of Directors. A majority of the members of the Board of Directors on 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 of its meetings and transactions, and such minutes shall be reported at each meeting of the Board of Directors for approval and ratification by the Board of Directors of actions taken by the Executive Committee.

Section 2. Standing Committees. The Board of Directors by resolution adopted by a majority of the Directors in office may designate Standing Committees of the Directors. Such committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation.

Section 3. Other Committees. Other committees not having and exercising the authority of the Board of Directors and not necessarily having a Director as a member thereof may be designated by resolution adopted by a majority of the Directors in office.

ARTICLE VII **Officers**

Section 1. General. The corporation shall have a President, two Vice-Presidents, a Secretary and Treasurer, and such other officers as the Board of Directors shall deem necessary for the proper management of the corporation.

Section 2. President. 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 (30) days after the annual meeting.

Section 3. Vice-Presidents. In the event of the death, absence, incapacity, inability or refusal to act of the President, then the first Vice-President, then the second Vice-President, shall perform such other duties and exercise such other authority as may be from time to time imposed upon or assigned to them by the Board of Directors.

Section 4. Secretary. 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 of the corporation. The Secretary shall retain in the minute book of the corporation 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 have supervision and custody of all monies, securities and other valuable properties of the corporation and shall cause to be kept full 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 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 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**

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

Indemnification of Directors, Officers, Employees and Agents

Section 1. 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 X

Notice of Time and Place of Meetings

Section 1. Notices. Written notice stating the place, day and hour of the meeting 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, not less than two (2) weeks before the date of the meeting in the case of the annual meetings of the members or Board of Directors, and not less than ten (10) days before the date of the meeting in the case of any other meetings of members or meetings of the Board of Directors. Notice given by mailing 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.

Section 2. Time and Place. Except where the Bylaws elsewhere provide for a specific time or place, the caller or callers of a meeting of the members or of the Board of Directors shall designate the time and place of such meeting.

ARTICLE XI

Revision or Amendment of Bylaws

Revisions or amendments may be proposed by any voting member, or by any Director. Any such proposed amendments shall be submitted in writing to the Board Policy & Governance Committee not less than sixty (60) days prior to the date of the next annual meeting. This submission deadline may be modified by the affirmative vote of a majority of directors then in office. All proposed revisions or amendments to the Bylaws shall be publicly posted not less than thirty (30) days prior to the next annual meeting. A two-thirds majority of the membership voting shall be required to amend the Bylaws.

ARTICLE XII

Seal

The Corporation shall have no seal.

ARTICLE XIII

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.