

BYLAWS
NAMI Rhode Island
APPROVED AT ANNUAL MEETING May 25, 2005

ARTICLE I - Name

The name of this organization shall be NAMI Rhode Island (NAMI-RI).

ARTICLE II - Purpose

Section I - The purpose of this organization shall be to promote better services and care for persons with mental illness; to provide support to families and family support groups of the mentally ill; to foster research into the causes and treatment of mental illness; to improve through education the public's understanding of the problems associated with mental illness.

Section II - This organization is a non-profit, volunteer organization functioning only for the purposes outlined in Section I above.

Section III - The territory of this organization shall be the State of Rhode Island and Providence Plantations.

ARTICLE III - Affiliation

Section I - This organization shall be affiliated with the National Alliance for the Mentally Ill, hereinafter referred to as NAMI.

Section II - This organization and each affiliate of it shall acknowledge that NAMI controls the use of the name, acronym, and logo of NAMI and AMI, that their uses shall be in accordance with NAMI policy, and that upon termination of affiliation with or charter by NAMI, the use of these names, acronyms, and logo shall cease.

ARTICLE IV - Membership

Section I - Definitions

An Individual/Family Member (I/FM) is a consumer of mental health services, family member(s), or a friend of persons with mental illness. An affiliate shall be a group of five or more I/FMs which has been granted status as an affiliate of NAMI by the NAMI Board of Directors.

Section II - Any individual who requests to become a member of this organization and who subscribes to its purposes and principles is eligible for membership therein.

Section III - All members of recognized affiliates in Rhode Island shall be members of this organization.

Section IV - All affiliates in Rhode Island which have been granted affiliate status by the National Alliance for the Mentally Ill shall be affiliates of this organization.

Section V - This organization and all affiliates shall include "NAMI" in their names.

Section VI - Membership shall be contingent upon timely payment of dues.

ARTICLE V - Nondiscrimination

Neither this organization nor its member affiliates shall discriminate against any person or group of persons on the basis of race, disability, creed, gender, religion, age, or handicap in the requirements for membership, its policies, or actions.

ARTICLE VI - Board of Directors

Section I - The Board of Directors shall consist of eighteen members including a simple majority of consumers and members who reflect geographical diversity and include leaders in the business and civic communities with at least some representatives from the areas of fund development, health care, financial management, and political advocacy.

Section II -

- (a) Directors shall serve terms beginning at the Annual Meeting and continuing until their replacements take office.
- (b) Directors' terms will be three-year staggered terms following the initial transition year beginning July 1, 2002, and ending June 30, 2003.

Section III - If for any reason a Board member is unable to complete his or her term in office, the President, with the approval of the executive committee, shall appoint a replacement to serve until the next election.

Section IV - Any Board member who misses three consecutive meetings in the absence of a valid excuse is subject to dismissal from the Board. The President shall notify a member subject to dismissal, in writing of the intention to exercise this section. The member subject to dismissal shall be given a reasonable time to respond and show why such dismissal should not take place. Dismissal shall take place only upon majority vote of the Executive Committee. The President shall notify the member subject to dismissal, in writing of the Executive Committee's action.

Section V - The Board of Directors shall be responsible for the execution of the purposes of this organization as stated in Article II of these bylaws and in the expressed consensus of the organization's 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 VI - The Board may employ any staff deemed necessary for the conduct of the affairs of the organization.

ARTICLE VII - Election of Board of Directors

Section I: The President of the Board shall appoint a Nominating and Bylaws Committee for the purpose of nominating members of the Board and conducting a periodic review of Bylaws, recommending changes if advisable, as determined by the Committee.

Section II -The nominating committee shall solicit nominees meeting the criteria outlined in Article VI, Sections I and II. The committee shall post the full slate on the NAMI-RI website 14 days before the Annual Meeting.

Section III - All candidates must signify their willingness to serve as members of the Board.

Section IV - The Board of Directors shall be elected by eligible members at the Annual Meeting.

ARTICLE VIII - Officers of the Board of Directors

Section I - The officers of the Board shall consist of four members:

- i. President
- ii. Vice President
- iii. Secretary
- iv. Treasurer

Section II - Officers shall be elected by the Board for a term of one year and may be reelected. The President and Vice President shall not be eligible to serve more than three (3) consecutive terms in the same office.

Section III - The president of the Board shall appoint a Nominating Committee for the purpose of nominating officers of the Board. The committee shall report its slate of officers at the Board meeting that takes place immediately after the Annual Meeting. At that time, additional nominations for officers may be accepted from the Board. Election of officers shall take place following nominations. Elected officers shall take office immediately upon election.

Section IV - The duties of the officers shall be as follows:

The President shall preside at all meetings of the membership, of the Board, and of the Executive Committee; shall appoint members to serve on all committees; shall serve as an ex officio member of all committees, except the nominating committee.

The Vice President shall perform the duties of the President in the latter's absence; shall undertake other duties as the President may direct.

The Secretary shall keep the minutes of the Annual Meeting, each Board meeting, each Executive Committee meeting, and any special meeting; shall report the minutes in writing; shall keep a record of attendance; shall assist the Treasurer in keeping the membership roster current. The Board of Directors may assign any or all of the duties of this office to the employed staff of this organization.

The Treasurer shall receive and deposit all revenues of this organization; shall disburse all monies as the Board may direct; shall maintain a complete and accurate account of all funds; whenever required, shall render a written financial statement to the Board; shall maintain a record of dues paid and a roster of members in good standing. The Board of directors may assign any or all of the duties of this office to the employed staff of this organization.

Section V - If any officer other than the President is unable to serve, the Board shall elect a replacement at its earliest convenience.

ARTICLE IX - Executive Committee

Section I - The Executive Committee shall consist of the four officers of the organization, the immediate past president, ex officio, and up to four other Board members elected by vote of the Board.

Section II - Nomination for the open elective Executive Committee positions may be submitted by any Board member at the Board meeting immediately following the Annual Meeting and at any time until the election. The election is to be held at the Board meeting subsequent to the meeting that follows the Annual Meeting.

Section III - The Executive Committee shall exercise all powers of the Board between meetings of the Board, except the powers to elect or remove officers. All proceedings of the Executive Committee shall be reported in writing to the Board at its next meeting.

ARTICLE X - Meetings

Section I - General Membership Meetings

(a) There shall be an Annual Meeting of the membership in May of each year, or at such other time directed by the Board. Notice of the Annual Meeting shall be given in writing, e-mailed to members and/or posted on the NAMI-RI website at least fourteen (14) days prior to the date of the meeting. Members may continue to receive written notice by request.

(b) Special meetings may be called by the President or by a majority of the Board. Special meetings may also be called by written petition of twenty percent (20%) of the general membership. Notice of a special meeting must be e-mailed and/or posted on the NAMI-RI website at least seven (7) days prior to the date of the meeting.

(c) Those members in attendance constitutes a quorum for any meeting of this organization. In no case may a proxy act or vote on behalf of a member in meetings of this organization.

Section II - Board of Directors' Meetings

(a) There shall be a minimum of four (4) meetings of the Board of Directors per year, one of which shall immediately follow the Annual Meeting of the membership. Time and place for these meetings shall be agreed upon by the Board. It shall be the responsibility of the Secretary, with the authorization of the President, to notify all Board members of Board meetings and to provide them with written agendas for such meetings at least ten (10) days in advance.

(b) The President may call a special meeting of the Board on his or her own initiative and must call a special meeting upon written request of twenty-five percent (25%) of the members of the Board.

(c) In all meetings of the Board of Directors, fifty percent (50%) of the members shall constitute a quorum. A majority of those present at any Board meeting shall have power to act in all matters, except as specifically provided to the contrary elsewhere in these bylaws.

(d) Meetings of the Board shall be open except when the Board votes to meet in executive session.

Section III - Executive Committee Meetings

The Executive Committee shall meet at the direction of the President or upon the written request of three members of the committee. In all meetings of the Executive Committee, a quorum shall consist of a majority of the Executive Committee.

Section IV - All meetings of this organization shall be conducted according to *Roberts' Rules of Order, Revised*.

ARTICLE XI - Committees

Section I - The President shall appoint all committees.

Section II - Committees shall regularly report their actions and activities to the Board.

Section III - Committees shall function until their business is completed, until they are dismissed by the President, or until a succeeding Board is in office.

ARTICLE XII - Finances

Section I - Dues shall be assessed annually as determined by the Board of Directors.

Section II - At the discretion of the Executive Committee, the dues requirement of this organization may be waived or reduced upon the application of any individual or affiliate.

Section III - Additional income for this organization shall be sought through conventional fund raising methods.

Section IV - The Fiscal Year of this organization shall begin July 1 and end June 30.

Section V - The Board shall employ an independent agent to audit the organization's financial records.

ARTICLE XIII - Dispute Resolution

Section I - The Board shall mediate resolution of any dispute between members of the organization and any of its affiliates/proposed affiliates which cannot be successfully resolved by the principals. The President shall receive written notice from the parties to the dispute, notifying him of the existence of the dispute and the names of persons authorized to act on behalf of the disputants. The President shall investigate the dispute and work with the parties to mediate a resolution. In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the President of written notice of the dispute, the dispute shall be referred to the full Board for final and binding resolution.

Section II - The Board shall mediate resolution of any dispute between affiliates/proposed affiliates which cannot be successfully resolved by the principals. The President shall receive written notice from the Board of Directors of the affiliates/proposed affiliates which are party to the dispute, notifying him or her of the existence of the dispute and the names of persons authorized to act on behalf of the disputants. The President shall investigate the dispute and work with the parties to mediate a resolution.

In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the President of written notice of the existence of the dispute, the dispute, together with the names of persons authorized to act on behalf of the affiliate/proposed affiliate, shall be referred to the NAMI Board for final and binding resolution by the NAMI Board.

Section III - The Board shall mediate resolution of any dispute which cannot be successfully resolved between this organization and its affiliates/proposed affiliates. The President shall receive written notice from the Board of Directors of the affiliate(s)/proposed affiliate(s) which are party to the dispute, notifying him or her of the existence of the dispute and the names of persons authorized to act on behalf of the disputants. The President shall investigate the dispute and work with the parties to mediate a resolution.

In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the President of written notice of the existence of the dispute, the dispute, together with the names of persons authorized to act on behalf of the affiliate/proposed affiliate, shall be referred to the NAMI Board for final and binding resolution by the NAMI Board.

ARTICLE XIV - Amendments

Section I - Amendments to these bylaws may be by recommendation of a bylaws committee.

Section II - Proposed amendments must be submitted in writing to the Board of Directors. A reading of any proposed amendment shall be included in the business of the next meeting of the Board for which proper notice under these bylaws can be given.

Section III - The Board must submit all proposed amendments to the membership at least fourteen (14) days before the Annual Meeting or a special meeting of the membership. At that time, the Board may also make known its recommendations on said proposed amendments.

Section IV - A proposed amendment may be made part of these bylaws only on approval of two-thirds of the members present at the Annual Meeting or a special meeting of the membership