



BYLAWS

NAMI Tennessee, Inc. Bylaws

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Proposed Amendments to the Bylaws:

Passed by the Board of Directors 08.11.2016

Submitted for consideration to the membership: 08.12.2016

Approved by the Membership 09.30.2016

BYLAWS

NAMI Tennessee, Inc.

OUR MISSION

Enhance the lives of those affected by mental illness.

OUR VISION

To be the leading voice in creating a compassionate society where mental illness bears no stigma and individuals and families have opportunities for recovery.

ARTICLE I **Membership**

Section 1. Membership – Membership is open to persons with mental illness, family members, friends, mental health service providers or anyone interested in forwarding the mission of the NAMI organization. The purpose of membership is to provide representation in advocacy, to allow members voting rights, to provide access to publications, discounts, and other privileges not available to non-members and to sustain the support, education, and advocacy programs at the national, state, and local (affiliate) levels.

The members of NAMI Tennessee shall include those persons who have paid their annual dues to NAMI Tennessee and NAMI in the amount and manner established by the Board of Directors of NAMI Tennessee and have accepted the mission of the NAMI organization.

NAMI Tennessee's dues, fees, and membership structure shall reflect those of the parent organization (NAMI).

Section 2. Nondiscrimination in membership -- NAMI Tennessee and its Affiliates shall, without exception, not discriminate against any person or group of persons on the basis of race, ethnicity, culture, language, national origin, geographic origin, age, disability, gender, sexual orientation, gender identity or expression, education, religion, faith, socioeconomic status or lived experience with respect to membership.

It is NAMI's desire and intention to welcome anyone as a NAMI member regardless of financial status. Individuals may become members through regular membership or 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 individual. "Open Door" members shall have all the rights and privileges of members who pay full dues.

Section 3. Definition of Affiliate - A group of five (5) or more members within a local area may, if approved by the Board of Directors, be recognized by NAMI Tennessee as an Affiliate. Each Affiliate shall select the name "NAMI," followed by the name of a City, County, or Area.

Section 4. Organization Endorsement of Affiliate Applications for Membership - All applications to NAMI Tennessee for Affiliate membership must be presented to the Board of Directors for endorsement. If endorsed, NAMI Tennessee will communicate the request to be granted affiliation to NAMI. Failure or refusal of the Board of Directors to favorably endorse a membership application of a proposed Affiliate within ninety (90) days of the date of NAMI Tennessee's receipt of a copy of that application may, at the election of the applicant, be deemed to be

a dispute to be resolved through the provisions of Article VI.

Section 5. Affiliate Requirements - All NAMI Tennessee Affiliates must conduct themselves in compliance with these Bylaws to remain in good standing with NAMI Tennessee. An Affiliate's non-compliance with these Bylaws may result in a decision by the NAMI Tennessee Board of Directors to no longer recognize the Affiliate as a member Affiliate of NAMI Tennessee and terminate NAMI Tennessee responsibility for the group. Additionally, the NAMI Tennessee Board of Directors may request NAMI to revoke Affiliate status as a recognized NAMI Affiliate.

Should an Affiliate decide to become inactive, the Affiliate leader will notify NAMI Tennessee, who will follow identified procedures to assist the Affiliate in establishing new leadership or in properly disbanding.

ARTICLE II **Governance**

Section 1. Corporation - NAMI Tennessee, Inc. is incorporated as a tax exempt not-for-profit corporation under the laws of the state of Tennessee. Herein, NAMI Tennessee shall be referred to as a corporation.

Section 2. Directors - The Board of Directors shall establish the policies of the corporation and conduct the business of the corporation between meetings of the membership. The Board of Directors shall be members of NAMI Tennessee. The Board shall consist of seven (7) officers, three (3) representatives from each of the three (3) Grand Divisions, up to three (3) at-large representatives and one (1) representative to the NAMI National Consumer Council. At least seventy-five percent (75%) of the Board of Directors must be self identified as family members or persons with mental illness.

Board members must attend or call in for every Board meeting or be excused by the President of the Board or the President's appointee. Board members may be removed by either of two (2) conditions. Condition 1: Board members who have unexcused absences for two (2) consecutive meetings will be automatically dismissed from the Board thirty (30) days after the second consecutive absence and attempts have been made to contact the Board member to clarify the reason for the absence. Condition 2: Board members who are unwilling or unable to fulfill the duties required of them will be subject to dismissal by two-thirds (2/3) vote of the Board members present at a Board meeting.

Section 3. Term - The Board representatives are elected for staggered three (3) year terms and may serve up to two (2) consecutive terms. An officer, other than the President, may serve up to two (2) consecutive three (3) year terms. The President may serve one (1) three (3) year term.

In case of a vacancy on the Executive Committee or the Board of Directors, the

Executive Committee shall elect a person to fill that vacancy until the end of the term for the position. Persons elected to fill a vacant position are eligible to serve up to two (2) additional three (3) year terms, except that a person elected by the Executive Committee to fill an unexpired term as President is eligible to serve one (1) additional three (3) year term.

Section 4. Executive Committee - The officers of the corporation shall be the President, a Vice-President for each Grand Division, a Secretary, a Treasurer, and a Parliamentarian. The officers form an Executive Committee. The Past President shall serve on the Executive Committee for one (1) year following the end of his/her term.

The Executive Committee shall exercise all powers of the Board of Directors between meetings of the Board. All proceedings of the Executive Committee shall be reported to the Board at its next meeting.

Section 5. Officers:

President: The President shall preside at meetings and serve as ex-officio member of all committees. The President shall exercise such authority and perform such duties as the Board of Directors may assign. The President shall be the chief executive and shall have general supervision of the affairs of the corporation under the direction of the Board of Directors and the Executive Committee.

Vice-Presidents: The Vice-Presidents shall perform such duties and exercise such authority as may be assigned by the President.

Should the President of the Board resign, be removed from office, become incapacitated or unable to fulfill his/her duties, that authority will fall to the Vice-President with the longest tenure in that position who shall become the Acting Board President. The Acting Board President shall call a Special Meeting of the Executive Committee in accordance with Article III, Section 5. The Executive Committee will determine if the Acting President should remain in the role as Acting President, in a situation where the Board President's incapacity is temporary, or if the position of Board President should be filled for the remainder of the term. The vacant position may be filled by a vote of the Executive Committee in accordance with Article II, Section 3.

Secretary: The Secretary shall identify those present, record all votes taken and a brief summary of issues discussed at Executive Committee and Board meetings. The Secretary will submit meeting minutes within fourteen (14) days for distribution and to be filed as a permanent record. The Secretary shall perform such other duties as may be assigned by the President.

Treasurer: The Treasurer shall monitor all revenues and expenses of the

corporation, approve all payables and shall ensure maintenance of a complete and accurate account of all funds received and disbursed. The Treasurer will present a monthly financial statement of income and expenses for the Executive Committee. The Treasurer shall present the books for audit at least once annually by an outside agent, and at such other times as required by the State of Tennessee.

Parliamentarian: The Parliamentarian shall be responsible for enforcement of the NAMI Tennessee Bylaws and shall facilitate the business procedures of the meetings.

Section 6. Conflict of Interest - All Board members are required to sign the NAMI Tennessee Conflict of Interest form annually. Failure of new or current Board members to sign this form within thirty (30) days of receipt will result in automatic dismissal from the Board.

Section 7. Executive Director - An Executive Director 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 Executive Director shall provide organizational leadership and exercise such authority and perform such duties as the President, speaking for the Board of Directors, may assign.

Section 8. Committees - The Board of Directors may designate Standing Committees with members appointed by the President, with the approval of the Executive Committee. Work products and policy recommendations of all Board Committees are subject to review and approval by the Board of Directors.

The President may appoint Ad hoc committees approved by the Executive Committee. Any Ad hoc committee may be abolished or any member thereof removed, with or without cause, at any time by the President.

Section 9. Consumer Council - NAMI Tennessee will elect a member as a representative to the NAMI National Consumer Council at the Annual Meeting who may serve two (2) consecutive three (3) year terms. In case of a vacancy of this representative, the Executive Committee shall elect a person to fill that vacancy until the end of the term for the position. A person elected to fill a vacant position is eligible to serve up to two (2) consecutive three (3) year terms.

The Consumer Council representative shall also be a member of the NAMI Tennessee Board of Directors and shall be subject to all policies regarding attendance and participation.

Section 10. At-Large Representative – The President of the Board may propose up to three (3) At-Large Representatives to the Board. At-Large Representatives shall become voting members of the Board upon a majority vote by the Board of Directors. The position of At-Large Representative allows individuals to provide service to the organization based upon their profession, talents, or skill set without

the expectation of activity in a local affiliate. At-Large Representatives may serve up-to three (3) years without a vote by the Board of Directors to reappoint. The term of At-Large Representative shall end in conjunction with the end of the term of the nominating President.

ARTICLE III **Meetings**

Section 1. Meetings - Business will be conducted at three (3) kinds of meetings: Membership meetings, Board of Directors meetings, and Executive Committee meetings. No absentee or proxy voting and no voting by mail are allowed at any of these meetings. The President may allow Executive Committee or Board members to attend meetings electronically by conference call, teleconference, or other mechanical or electronic means that allow those members to participate and vote.

A quorum shall constitute a majority of the members, Executive Committee or Board of Directors at its meetings, and a majority of those present shall have power to act in all matters, except as specifically provided to the contrary elsewhere in these Bylaws.

Section 2. Annual Membership Meeting - At least one (1) Annual Membership Meeting shall be held each year to elect officers and conduct other business with notice of at least thirty (30) days of the time, date and place of the meeting posted electronically or by mail if requested.

Section 3. Board Meetings - The Board of Directors shall hold at least four (4) regular meetings annually, the times and places to be designated by the President with notice of at least fourteen (14) days of the time, date and place of the meeting sent electronically or by mail if requested to each member of the Board.

Section 4. Executive Committee Meetings - The Executive Committee shall hold at least eight (8) regular meetings annually, the times, places and manner to be designated by the President with notice of at least fourteen (14) days of the time, date and place of the meeting sent electronically or by mail if requested to each committee member.

Section 5. Special Meetings - Special meetings of the Executive Committee or Board of Directors may be called by the President with notice of at least three (3) days for Executive Committee meetings. The President should give notice of at least seven (7) days for Board of Directors meetings. Notice may be sent electronically or by mail if requested to each member, including time, date, place, and purposes.

ARTICLE IV **Nominating and Electing Board Members**

Section 1. Nominating Committee - The President shall appoint five members to a Nominating Committee, naming one (1) as Chairperson. At least three (3) members shall be past or present Affiliate leaders. At least three (3) members shall not have served on the Nominating Committee for the previous year.

Section 2. Nominees - Not less than sixty (60) days prior to the Membership meeting, the Nominating Committee shall present to the Executive Committee the names of at least one (1) member who has agreed to be a candidate for each of the Board representatives and officers to be elected in that year. Each nomination shall be accompanied by a personal information sheet completed by the applicant.

Section 3. Representation - Nominations shall be solicited from the members *electronically or by mail if requested*. Insofar as possible, provisions shall be made for representation of the interests of minorities, various age groups and localities within the state.

Section 4. Notification- The recommended slate of nominees shall be available to NAMI Tennessee members electronically or by mail if requested not less than thirty (30) days prior to the Membership meeting. Nominations of members in good standing can be accepted from the floor for each of the offices to be filled in that year. All terms of office shall commence immediately following the election.

Section 5. Voting rights - Each member in good standing may cast a vote at Membership meetings. Each local Affiliate may cast one vote for each position for Board Representative from their Grand Division.

Section 6. Restrictions for Nomination - No paid employee of NAMI Tennessee or of a local Affiliate or member of that employee's immediate family is eligible to serve on the Board of Directors, nor may two (2) members of the same family so serve. An immediate family member is defined as a parent, child, sibling or spouse.

Members nominated from the floor must be members in good standing, present at the time of the nomination, and must be in agreement to serve in the position for the term specified for the position. Persons making such nominations to fill the role of Regional Vice President or Regional Representative must be from the same region as the person they are nominating.

ARTICLE V **Finances**

Section 1. Dues - Unless otherwise specified, membership dues shall be paid annually, as established by the Board of Directors. If member dues are not paid on an annual basis, all membership privileges will be lost.

Section 2. Fiscal Year - The fiscal year shall begin July 1st of one year and end June 30th of the following year.

Section 3. Indemnification of Officers – NAMI Tennessee shall, to the extent legally permissible and as covered by any applicable policy of insurance, automatically indemnify officers, directors, employees, and agents as related to their service to NAMI Tennessee except in instances where such individuals may have acted with negligence or engaged in misconduct. NAMI Tennessee shall maintain insurance which includes such coverage. In relation to matters as to which any officer, director, employee, or agent may have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought, NAMI Tennessee may choose to indemnify such individual for part or all of such matter subject to approval by the Board of Directors.

ARTICLE VI **Dispute Resolution**

The Board of Directors shall be vested with authority to mediate disputes among and between individuals, Affiliates and/or proposed Affiliates and between NAMI Tennessee and Affiliates or proposed Affiliates. The President shall receive written notice of any such dispute, and shall investigate and work with the parties to mediate a solution. Any disputes which cannot be amicably resolved by this process within ninety (90) days 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 arbitration, as provided in the NAMI Bylaws.

ARTICLE VII **Parliamentary Authority**

All NAMI Tennessee membership, Board of Directors and Executive Committee meetings will be conducted according to “Robert’s Rules of Order, Revised” (Latest Edition.)

ARTICLE VIII **Adoption, Revision or Amendment of Bylaws**

Section 1. Adoption - These Bylaws shall be submitted to the Annual Meeting of NAMI Tennessee and shall become effective after being approved by a two-thirds (2/3) majority of the members present and voting.

Section 2. Amendment of the Bylaws - Any member in good standing may propose revision or amendment of these Bylaws. Any proposed revision or amendments shall be submitted in writing to the Board President not less than sixty (60) days prior to the date of the next Annual Meeting, or a special membership meeting to consider amendments to the Bylaws. Proposed Bylaws amendments shall be reviewed and approved by the Board of Directors prior to being presented to the membership. All proposed Bylaws amendments shall be made available to members electronically or by mail if requested, not less than

thirty (30) days prior to the Annual Meeting at which amendments will be considered.

ARTICLE IX

Use of NAMI Name, Logos, and Business Support Relationships

Section 1. Use of Name and Logos - NAMI Tennessee acknowledges that the National Alliance on Mental Illness (NAMI) controls the use of the name, acronym and logos of NAMI and NAMI Tennessee and that our use of the logos, and the name shall be in accordance with NAMI identity standards. Upon termination of affiliation with or charter by NAMI, the use of these names, acronyms and logos by NAMI Tennessee and its Affiliates and support groups shall cease.

Section 2. Business Support Relationships - NAMI Tennessee will not support, license, certify, or in any way imply endorsement for any supporter's product, service or program, including recognizing or certifying the quality or standards of any particular product, service, or program.

NAMI Tennessee's name and logos may not be associated with specific branded products.

NAMI Tennessee will accept funds for projects relating to the communication of information only when it has final editorial approval over content and distribution. NAMI Tennessee will neither endorse nor accept conditions that allow the perception that NAMI Tennessee endorses any products, devices, treatments or service. NAMI Tennessee may require a disclaimer explicitly stating this policy be included in any publication.

NAMI Tennessee will accept support for projects or programs only with assurances that the privacy of people with mental illness and their families will be protected, including requiring specific, prior written permission in order to waive such privacy.

NAMI Tennessee shall, at all times, maintain complete control and sole discretion over all funds received.

NAMI Tennessee will ensure that programs for which it accepts funding do not adversely affect NAMI's nonprofit, tax-exempt status.

The use of NAMI Tennessee's name and logos in any print, electronic or other form not produced by NAMI Tennessee is not permitted without specific, prior written permission from NAMI Tennessee.

Section 3. Affirmative Disclosure - NAMI Tennessee will, unless otherwise prohibited by law, disclose its IRS Form 990, which will be posted and updated yearly on the NAMI Tennessee web site.

ARTICLE X

Dissolution

In the event NAMI Tennessee should be dissolved, distribution of its assets shall be made to NAMI, the National Alliance on Mental Illness, Arlington, Virginia, for furtherance of its education, research, and advocacy objectives.

ARTICLE XI

Non-Discrimination in employment, services, and application of programs.

NAMI Tennessee and its Affiliates shall not discriminate against any person or group of persons on the basis of race, ethnicity, culture, language, national origin, geographic origin, age, disability, gender, sexual orientation, gender identity or expression, education, religion, faith, socioeconomic status or lived experience with respect to employment, or in the delivery and application of its programs, services, policies or actions.