

# Bylaws of NAMI North Texas

## ARTICLE I

### Organization

#### Section 1. Name

The name of the organization is NAMI North Texas, hereinafter referred to as NAMI North Texas.

#### Section 2. Affiliation

NAMI North Texas is associated with NAMI Texas and NAMI, the National Alliance on Mental Illness. NAMI North Texas shall be granted affiliate status by NAMI upon endorsement by the Board of Directors of NAMI Texas and shall retain such affiliate status through continued compliance with the Standards of Excellence.

#### Section 3. Use of the NAMI Affiliate Name and Logo

NAMI North Texas acknowledges that NAMI controls the use of the name, acronym, and logo of NAMI and that use shall be in accordance with NAMI policy. Upon termination of affiliation with NAMI, the uses of the names, acronyms, and logos by NAMI North Texas shall cease.

#### Section 4. Seal

NAMI North Texas shall not have a corporate seal.

#### Section 5. Organizational Independence

NAMI North Texas is independent of other agencies and advocacy groups not affiliated with NAMI. NAMI North Texas will not share bylaws, articles of incorporation, or a board of directors with any other group.

#### Section 6. Location

The principal office of NAMI North Texas is located in Dallas, Dallas County, Texas.

#### Section 7. Purpose

The purposes for which NAMI North Texas is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

#### Section 8. Mission *(revised by membership vote, 01/2022)*

NAMI North Texas is a grassroots organization that provides education, support, advocacy, and public awareness to improve the lives of people living with mental health conditions and their family members.

#### Section 9. Vision *(revised by membership vote, 01/2022)*

NAMI North Texas empowers North Texans through our ongoing education, support, advocacy and awareness initiatives. We envision a stigma-free, supportive community where recovery is achievable and mental health services are accessible by all.

**Section 10. Values** *(added by membership vote, 01/2022)*

- Community -** We cultivate a community of inclusion, value and trust.
- Authenticity -** We pledge transparency, genuineness, and fairness in our service to the community.
- Respect -** We honor each person and their recovery journey.
- Empowerment -** We uphold a standard of excellence in our efforts to inspire hope and strength in the hearts of every North Texan.

**ARTICLE II**

**Membership**

**Section 1. Definition**

A member is any person who accepts the mission of NAMI, NAMI Texas, and NAMI North Texas and pays dues in the amount and manner established by NAMI. A member as defined above and used henceforth shall always mean a member in good standing as of the record date. NAMI North Texas members are also members of NAMI Texas and NAMI.

**Section 1. Dues**

NAMI North Texas will abide by the standardized dues structure as set forth by the national organization, NAMI. This includes an "open door" membership option defined by income or economic necessity. "Open door" members shall have all the same rights and privileges as members who pay full dues.

**Section 3. Rights and Privileges**

Any member in good standing as of the record date may participate in voting procedures to nominate and elect Board Members as well as amend and adopt the Bylaws.

**Section 4. Good Standing**

For purposes of determining a member's right to vote, a member in "good standing" shall be defined as one in which the annual dues of the member have been received during the 12 months preceding the record date for NAMI North Texas.

**Article III**

**Membership Meetings and Elections**

**Section 1. Annual Meetings** *(revised by membership vote, 8/2016 & 8/2020)*

The annual business meeting of the membership shall be held during the general membership meeting in October, unless otherwise directed by the Board of Directors. The purpose of this meeting may include the election of Board Members and the adoption of any amendments to or revisions of the Bylaws. Written notice, which shall not require the purpose of the particular meeting to be noted, shall be mailed or sent via electronic communication to each member not less than thirty (30) days prior to the meeting. All membership business meetings shall be open meetings.

## **Section 2. Special Meetings**

Special meetings may be called by the President or by a written request with the stated purpose signed by at least one-half of the Board of Directors.

No business shall be transacted at special meetings except as stated in the notice of the meeting. Written notices or special meetings shall be mailed or sent via electronic communication not less than thirty (30) days prior to the meeting.

## **Section 3. Record Date**

The record date for determining members who are eligible to receive notice of the annual or special meeting of the membership, to vote, and to otherwise take action, shall be thirty (30) days prior to the annual or special meeting unless the Board of Directors adopts by resolution an alternate record date.

## **Section 4. Quorum** *(revised by membership vote, 08/2016)*

A quorum shall be established if 15% of the membership returns the ballot provided by NAMI North Texas.

## **Section 5. Voting Process** *(revised by membership vote, 08/2016)*

Votes cast by NAMI North Texas members in good standing as of the record date shall be by official secret ballot in person or by returning the ballot provided by NAMI North Texas by the Election Day. Each member shall cast no more than one vote.

A majority of the votes cast by members shall, except where otherwise required by law, by the Articles of Incorporation, or by these Bylaws, decide any issue brought before any regular or special meeting or by mailed ballot.

## **ARTICLE IV**

### **Board of Directors**

## **Section 1. Composition** *(revised by membership vote, 08/2017)*

The Board of Directors shall consist of seven (7) to fifteen (15) Directors elected by the membership.

The President of NAMI North Texas Board of Directors shall have the authority to appoint up to 2 additional Board members based on the following conditions.

1. When a dissolution of an affiliate located within close proximity to Dallas County creates an increase in membership of the NAMI North Texas affiliate with individuals from affected area.
2. When a dissolution of an affiliate located within close proximity to Dallas County creates an absence of representation of the affected geographic area.
3. These appointments will be term – limited to 2 years.

## **Section 2. Qualifications**

The Board of Directors shall be NAMI Texas members in good standing, residents of Texas, and be willing to serve/fulfill their duties and elected term(s).

### **Section 3. Nominations**

The first directors shall consist of those persons named in the Certificate of Formation. Nominations for all other directors shall be made by the members according to procedures developed from time to time by the Board of Directors.

### **Section 4. Terms of Office**

Each term lasts 3 years. Directors may serve no more than two (2) consecutive full terms. The term of any Officer or Director shall be extended, if necessary, until his or her successor is duly elected. No immediate family members (immediate family members include any spouse, child sibling, grandparent, or other such family member permanently residing with a current member of the Board of Directors) may serve as voting directors on the Board of Directors at the same time. No employees or family members of employees of NAMI North Texas shall serve on the Board of Directors as a voting member. Any member of the Board of Directors may resign at any time by delivering written notice to the President of NAMI North Texas.

### **Section 5. Start of Term**

New Directors will assume office immediately after notification of the results of the election. At the first meeting of the Board of Directors after the election, the Board will elect the Officers from among the Directors. Officers serve a 1-year term and are eligible for re-election.

### **Section 6. Vacancies**

In the case of any vacancy of one or more of the regular members of the Board of Directors, the Board of Directors shall elect the person or persons who shall fill the vacancy or vacancies for the remaining unexpired term or terms.

### **Section 7. Removal of a Director**

Any Director who has 2 absences from scheduled Board of Directors meetings within a twelve (12) month period, and who has not notified nor been excused by the President for those meetings, shall be removed from office.

Whenever in its judgment the best interests of NAMI North Texas will be served thereby, any Director may be removed from office by the vote of not less than 2/3 of the total membership of the Board of Directors.

## **ARTICLE V**

### **Directors' Meetings**

#### **Section 1. Regular Meetings**

The Board of Directors shall meet at least 6 times per year at such time and place as the Board of Directors selects. Written notice, which shall not require the purpose of the particular meeting to be noted, shall be mailed or sent via electronic communication to each member of the Board of Directors not less than two (2) weeks prior to the meeting. Meetings of the Directors and/or Committees may be held by teleconferencing or other similar communications equipment, provided that all the members participating can hear and speak to each other simultaneously.

## **Section 2. Special Meetings**

Special meetings may be called by the President or by written request of at least five (5) Directors. Members of the Board of Directors shall be notified about the meeting and its purpose in writing not less than three (3) days prior to the meeting. The time, place, and purpose of the meeting shall be stated in the notice.

## **Section 3. Meeting Agenda**

A published agenda shall be the order of business for all Board of Directors meetings.

## **Section 4. Quorum**

The meeting must be attended by at least fifty percent (50%) of the Directors who are eligible to vote in order to constitute a quorum for the purpose of conducting the business of the organization; and a majority of those present shall have power to act in all matters, except as specifically provided to the contrary elsewhere in the Bylaws.

## **Section 5. Governing Powers**

The Board of Directors shall have the power and duty to establish policy, adopt budgets, and other powers and duties necessary or appropriate for the administrative affairs of NAMI North Texas. The Directors may perform all such acts as are not designated to be done by the entire membership, or prohibited by law, the Articles of Incorporation, or the Bylaws.

## **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 mission of the organization. It shall be the continuing responsibility of the Board to evaluate the overall function of the organization to ensure that the purposes are being adequately served.

All Board Members are expected to be supporters of the organization – to attend and participate in meetings, to contribute financially to the extent possible, and to make investments of their time and their talents.

The Board of Directors shall have the final authority to resolve the interpretation of any conflicts or ambiguities in the Bylaws.

## **ARTICLE VI**

### **Officers**

#### **Section 1. Designation**

The Officers of NAMI North Texas shall be President, Vice President, Treasurer, and Secretary. Officers may hold only one office at a time. Members of the Board of Directors shall elect the officers annually from among the Directors, and they shall take office at the conclusion of the meeting in which they are elected. The term of any Officer may be extended if necessary until his or her successor is duly elected.

#### **Section 2. Duties of Officers**

**President:** The President shall have the authority for the general supervision of the affairs of NAMI North Texas under the direction of the Board of Directors. The President shall appoint committees and assure that the

organization's objectives are executed in the best possible manner. The President shall also set the official meeting agenda and preside at all meetings of the organization.

***Vice-President:*** The Vice President shall succeed in the presidency in case of a vacancy in that office and shall perform the duties of the President in the President's absence or disability. The Vice President shall aid the President in the performance of such duties as may be assigned by the President.

***Secretary:*** The Secretary shall keep records of Board actions, including the taking of official minutes, sending out of meeting announcements, distribution of copies of minutes and agendas to each Board member, oversight of nominee and elections information, and assuring that corporate records are maintained.

***Treasurer:*** The Treasurer shall have the responsibility for all monies, securities, and other valuable properties of NAMI North Texas. He or she shall ensure that a full and accurate account of receipts and disbursements is kept in records. Written detailed accounts of financial transactions should be provided regularly or upon request.

### **Section 3. Compensation**

No Director shall receive compensation for his or her services as Director or a member of a standing or special committee of the Board. Nothing herein contained shall be construed to preclude any Director from receiving reimbursement for expenses that are incurred on behalf of the Association and approved by the Board of Directors or from serving the Association in any other capacity and receiving compensation therefore as may from time to time be approved by the Board of Directors.

## **ARTICLE VII**

### **Executive Director**

The Board of Directors may choose to employ an Executive Director to run the day-to-day operations of NAMI North Texas.

### **Section 1. Appointments and Dismissals**

The Board of Directors has the authority to hire or dismiss the Executive Director, and is responsible to oversee, monitor, and evaluate the Executive Director.

In the event that NAMI North Texas does not hire an Executive Director, all of the duties, responsibilities, obligations, and limitations of the Executive Director as described herein shall rest with the highest-ranking staff member of NAMI North Texas as the Board of Directors may determine from time to time.

### **Section 2. Interactions Between the Executive Director and Board of Directors**

The Executive Director reports to the President of NAMI North Texas, as well as to the full Board of Directors, and shall have general direction of and supervision over the day-to-day affairs of the organization. The Executive Director is expected to give regular updates of activities at Board meetings. The Executive Director shall exercise such authority and perform such duties as the Board of Directors may from time to time assign to the Executive Director, through the President. The Executive Director has no voting rights on the Board of Directors.

## **ARTICLE VIII**

### **Committees**

#### **Section 1. Structure**

The Board may create and dissolve committees as needed. These may include committees such as nominating, financial/audit, membership, resource development, public relations, etc. The Board President appoints all committee chairs. With the exception of the Executive Committee, committee members who are not serving in the role of committee chair are not required to be current Board Members.

## **ARTICLE IX**

### **Finances**

#### **Section 1. Fiscal**

The fiscal year shall begin on January 1. And conclude on December 31.

NAMI North Texas shall produce an annual financial report and conduct an official audit.

#### **Section 2. Contracts** *(revised by membership vote, 08/2020)*

The Board of Directors may authorize any two (2) Officers as agents of NAMI North Texas, who may enter into any contract or execute and deliver any instrument in the name of and on behalf of NAMI North Texas unless otherwise outlined in the NAMI North Texas Board of Directors Operating Policies & Procedures.

#### **Section 3. Checks** *(revised by membership vote, 08/2020)*

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NAMI North Texas shall be signed by Officers unless otherwise outlined in the NAMI North Texas Board of Directors Operating Policies & Procedures. Payments should not exceed forty-five (45) days of due date.

#### **Section 4. Deposits**

All funds of NAMI North Texas shall be timely deposited to the credit of NAMI North Texas in such bank, trust companies, or other depositories as the Board of Directors may select.

#### **Section 5. Contributions**

The Board of Directors may accept on behalf of NAMI North Texas any contribution, gift, bequest, or donation for the general purpose or for any special purpose of NAMI North Texas. Any contribution, gift, bequest, or donation shall be placed in general funds unless otherwise stipulated, and shall be dispersed by NAMI North Texas through normal budget authorizations. Directors may not accept personal donations except cases in which refusing the personal donation would cause undue rejection of the donating party; in cases such as these, the Director should kindly accept the personal donation respectfully, then determine if there is any possible way to use that donation in the affiliate.

## **ARTICLE X**

### **Records**

NAMI North Texas shall keep correct and complete books and records of accounts, and shall keep minutes of proceedings of its Board of Directors and committees.

## **ARTICLE XI**

### **Non-Discrimination**

Neither NAMI North Texas nor its Board of Directors shall discriminate against any person or group of persons on the basis of race, ethnicity, creed, culture, national origin, faith, disability, gender, gender identity, sexual orientation, religion, socio-economic status, age, or lived experience, in requirements of membership, its policies or actions.

## **ARTICLE XII**

### **Indemnification of Directors & Officers**

No Director of NAMI North Texas shall be liable to NAMI North Texas or its members for damages for an act or omission in a Director's capacity as Director, except to the extent otherwise provided by a statute of the State of Texas. NAMI North Texas may indemnify persons from whom indemnification is permitted by the Texas Business Organizations Code, Chapter 22, Section 8.151, and the Texas Civil Practices Code, Chapter 84. The Board of Directors shall have the power to define the requirements and limitations for NAMI North Texas to indemnify Directors, Officers, employees, volunteers, or others related to NAMI North Texas, as required by NAMI.

## **ARTICLE XIII**

Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code, Title 2, Chapter 22, Section 22.217 – Notice of Meeting, Waiver of Notice, or under the provisions of the NAMI North Texas Articles of Incorporation or Bylaws, 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 to the giving of such notice.

## **ARTICLE XIV**

### **Amendments & Revisions**

#### **Section 1. Revision or Amendments to Bylaws**

Any NAMI North Texas member may propose revisions or amendments. Any such proposals should be submitted to the Secretary in writing not less than sixty (60) days prior to the date of the next annual or special meeting of the membership. All proposed revisions or amendments shall be reviewed and commented on by the Board of Directors, then communicated with the membership or a vote. A two-thirds (2/3) majority of the



members in good standing casting votes shall be required to revise or amend the Bylaws. Amendments and/or revisions to the NAMI North Texas Bylaws shall become effective immediately after the meeting in which such amendments and/or revisions are approved.

**Section 2. Amendments to the Articles of Incorporation**

Amendments to the Articles of Incorporation may be recommended to the members by a resolution of the Board of Directors. A vote of two-thirds (2/3) of the members casting votes at an annual or special meeting shall be required to amend the Articles of Incorporation.

**ARTICLE XV**

**Dissolution**

Upon the dissolution of NAMI North Texas, its governing body shall, after paying or making provisions for the payment of all of the liabilities of the organization, distribute its assets to one or more other non-profit corporations that are described in Section 501(c)(3) of the Internal Revenue Code and share the same or similar purposes, according to the procedures outlined in the Texas Business Organizations Code, Chapter 22, Subchapter G.

**ARTICLE XVI**

**Parliamentary Authority**

Parliamentary authority shall be based on the current edition of Robert's Rules of Order – Newly Revised, so long as they do not conflict with existing Bylaws.

**CERTIFICATION**

These Bylaws with noted amendments were approved by two-thirds (2/3) vote of the NAMI North Texas members casting anonymous ballots on the following dates:

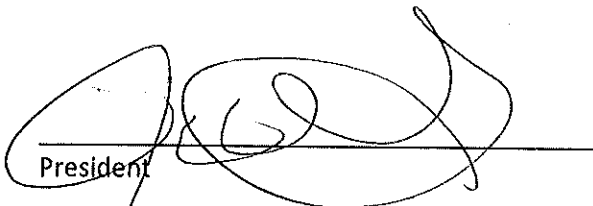
Original Bylaws (*no amendments*): 11/6/2014

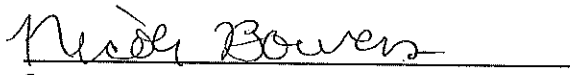
Amendments to annual meetings, quorum, voting process: 6/21/2016 (*in person vote*)

Amendments to the appointment of additional board members: 8/21/2017 (*in person vote*)

Amendments to legal name change, annual meetings, contracts, finances: August, 2020 (*electronic vote*)

Amendments to Mission, Vision, Values: January 2022 (*electronic vote*)

  
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President  
Dr. Joseph Quillory

  
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Secretary  
Nicole Bowers

