



National Alliance on Mental Illness

NAMI

Gulf Coast

BYLAWS

Amended 2016

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BYLAWS OF NAMI GULF COAST
PREAMBLE

This corporation is formed for charitable and educational purposes relating to the promotion, support, development, and furtherance of rehabilitation services and treatment programs for persons living with a mental illness in Galveston and Brazoria counties as well as the surrounding areas while providing family education and support. The primary focus for NAMI Gulf Coast is education and support for families affected by mental illness. This corporation shall:

- Provide family and individual support.
- Improve public understanding of mental illness and reduce stigma through educational programs.
- Promote community support programs; including appropriate living arrangements linked with supportive social, vocational rehabilitation and employment programs.
- Advocate for quality, individualized treatment for persons with a mental illness.
- Provide services to promote the well being of persons with a mental illness.
- Advocate for research (preventative, alternative modalities of treatment and rehabilitation).
- Liaison with other local, state, and national mental health organizations.
- Solicit and receive funds in support of all of the above.

ARTICLE 1

Offices

1.1 Offices. The principal office of the NAMI Gulf Coast (the "*Corporation*"), and such other offices as it may establish from time to time, shall be located at such place or places, either within or without the State of Texas, as may be designated from time to time by the Board of Directors.

1.2 Seal. The seal of the Corporation, if any, shall be in such form as the Board of Directors shall prescribe.

ARTICLE 2

Members

2.1 Powers. The control of the Corporation shall rest with the membership.

2.2 Qualifications. The following persons are eligible for membership in the Corporation: (i) individuals with a mental illness; (ii) family members of individuals with a mental illness; (iii) friends of persons with a mental illness and (iv) individuals and businesses interested in the well being of people with mental illness.

2.3 Voting Rights. Members shall be deemed members with the right to vote and paid the applicable annual dues. Members shall have the right to vote only with respect to such matters as are provided by these Bylaws or determined by the Board of Directors.

2.4 Term of Membership. The term of membership shall be annual.

2.5 Dues. Members shall pay annual dues as determined by the Board of Directors. Annual dues are determined and set by NAMI Board of Directors (NAMI National).

NAMI Gulf Coast 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 the same rights and privileges as members who pay full dues.

ARTICLE 3

Meetings of Members

3.1 Regular Meetings. Each support group shall hold regularly scheduled meetings at a frequency determined by the members.

3.2 Annual Meetings. Each support group shall hold its annual meeting of the Members early in the New Year. At this meeting, a simple majority of the voting eligible members present shall approve changes to the bylaws, elect directors to the board and conduct any other business desired by the members present at the annual meeting. Voting can be accomplished through paper ballots, mail, email and/or website. Elected board members will take office the month following the election. Each year one-half of the Directors shall be elected by eligible membership creating a rotation.

3.3 Special Meetings. Special meetings of the Members may be called by any representative of the Board of Directors upon the written request to the President of the Board.

3.4 Notice. No notice of annual meetings or regular meetings shall be required. Written notice of any special meeting shall be delivered to any representative of the Board of Directors, not less than ten (10) days nor more than sixty (60) days prior to such meeting either personally, by facsimile transmission, email or regular mail.

ARTICLE 4

Board of Directors/Executive Committee

4.1 Powers. The affairs of the Corporation shall be managed by the Board of Directors, Henceforth referred to as the Board. The Board shall possess, and may exercise, any and all powers granted to the Corporation by law, the Articles of Incorporation, and these Bylaws.

4.2 Number: Qualifications. The Board constituting the entire board shall consist of no more than 18 members, and shall be comprised of the President, Vice-President, Treasurer and Secretary and the remainder will be representatives from support groups and/or community. The Board of Directors ensures all support groups are represented, with a minimum of two representatives from each support group. Directors must be members of the Corporation. The Board of Directors shall be NAMI members and consist of at least seventy-five percent of family members who has been affected by mental illness.

4.3 Tenure. A Director shall serve for a term of 2 years. At the end of each 2 year term board members are eligible for reelection.

4.4 Resignation. The term of office of an individual Director shall terminate upon the effective date of his or her resignation, upon his or her death, or upon his or her removal from office. A Director may resign at any time by giving written notice of his or her resignation to the President or Vice-President of the Board. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.

4.5 Removal. Any Director may be removed from office, with or without cause, at a meeting of the Board called for the purpose of removing such Director. The meeting notice shall state that the purpose or one of the purposes, of the meeting is the removal of such Director. Such Director may be removed from the Board by the majority vote of the Directors then in office.

4.6 Vacancies. Any vacancy in the Board existing between elections of the officers including a vacancy created by an increase in the number of Directors, shall be filled by a majority vote from the board. All board vacancies shall be filled by appointment until the end of that positions term within thirty (30) days from the date of the vacancy.

4.7 President. The Board shall elect from among its members a President, who shall preside at meetings of the Board and shall have such powers and perform such duties as shall be defined by the Board. The president shall serve for a period of two (2) years commencing on the start of odd years or her election or until his or her successor has been elected and qualified.

4.8 Vice-President. The Board shall elect from among its members a Vice-President, who shall preside at meetings of the Board in the absence of the Chairperson and shall have such powers and perform such duties as shall be defined by the Board. Such Vice-President shall serve for a period of two (2) years commencing on the start of even years or until his or her successor has been elected and qualified.

4.9 Secretary. The Board shall elect, from among its members, a secretary who shall record minutes of regular meetings and provide minutes to the NAMI GC staff before the proceeding Board meeting. The Secretary shall serve for a period of one (2) years commencing the start of every even year or her election or until his or her successor has been elected and qualified.

4.10 Treasurer. The Board shall elect, from among its members, a Treasurer who shall review the financials of the corporation and bring all notable findings to the board. The Treasurer shall serve for a period of two (2) years commencing on every odd year or the date of his or her election or until his or her successor has been elected and qualified.

4.11 Compensation. Members of the Board of Directors and Advisory Committees thereof, as specified below, shall receive no compensation for services, however by resolution of the Board, may be reimbursed for reasonable expenses paid or incurred while acting on behalf of the Board or said advisory committees. The Conflict of Interest Policy of the Corporation shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore as authorized by the Board of Directors.

ARTICLE 5

Meetings of Directors

5.1 Place of Meetings. The Board may hold meetings, annual, regular, or special, at any place either within or without the State of Texas.

5.2 Regular Meetings. Regular meetings of the Board shall be held at least twice per year and may be held at such times and places as may be determined by the Board. Notice of such a meeting shall be given to each Director at least 7 days prior to the date of the meeting unless the

Board, by resolution, otherwise provides.

5.3 Special Meetings. Special meetings of the Board may be called by or at the request of any Director or the President of the Corporation. The time and place of any such meeting may be determined by the person calling the meeting. Notice of any such meeting shall be given to each Director at least 3 days prior to the date of the meeting.

5.4 Quorum: Manner of Acting. At all meetings of the Board, the presence of at least three Directors shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the votes cast by the Directors present at any meeting at which there is a quorum shall be the act of the Board, unless the affirmative vote of a greater number of Directors is specifically required by law, the Articles of Incorporation, or these Bylaws.

5.5 Action By Consent. Any action required or permitted to be taken at a meeting of the Board or of any committee may be taken without a meeting if a written consent setting forth the action taken is signed and dated by all of the Directors or of such committee, as the case may be.

5.6 Meetings by Telephone or Email. The Directors or of any committee may participate in a meeting thereof by means of conference telephone, email or other similar communications Participation by such means shall constitute attendance at such meeting. Official email correspondence will be part of the Corporation's permanent record.

5.7 Presumption of Assent. Directors of the Board or of any committee who attends a meeting thereof shall be presumed to assent to any action taken at such meeting unless his or her dissent to such action is entered into the minutes of the meeting, or he or she files a written dissent to such action with the Secretary prior to adjournment of the meeting or by registered mail immediately after adjournment of the meeting. Such right to dissent to an action shall not be available to any person who votes in favor of such action during the meeting.

5.8 Meeting Attendance and Participation Expectation. The failure by any individual Director to attend three meetings of the Board without excuse from the Board President within a twelve month period may serve as a basis for removal of that individual from the Board. The determination of whether a particular individual should be removed for non-attendance shall

include consideration of contributions that the individual has made to the organization in his or her capacity as a Director in lieu of attendance at Board meeting.

ARTICLE 6

Committees

6.1 Committees of the Board. The Board may, by resolution adopted by a majority of all Directors, establish such committees as it deems necessary or proper for the management of the Corporation, subject to the provisions of Article 1396-2.18 of the Texas Non Profit Corporation Act (the “TNPCA”). Each such committee shall have and exercise such power and authority as shall be determined by the Board of Directors. Unless otherwise specified in the resolution establishing a committee, a committee’s existence shall continue until terminated by the Board.

6.2 Advisory Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be constituted and members thereof appointed by a resolution adopted by a majority of the Directors present at the meeting of the Board of Directors at which a quorum is present, or by the President of the Corporation pursuant to authorization given by the Board of Directors, subject to the provisions of Article 1396-2.18 of the TNPCA.

6.3 Committee Meetings. Meetings of any committee shall, to the extent not otherwise specified in resolutions of the Board, be conducted in accordance with the provisions of Article 5 of these Bylaws.

ARTICLE 7

Notice

7.1 Form: Delivery. Whenever, under the provisions of law, the Articles of Incorporation, or the Bylaws, notice is required or permitted to be given to any Director or other person, such notice may be given in writing, by mail, addressed to such person at his or her post

office address as it appears on the current records of the Corporation. Notice also may be given orally in person, by telephone, email or other form of communication. .

7.2 Waiver. Whenever any notice is required or permitted to be given under the provisions of law, the Articles of Incorporation, or these Bylaws, a written waiver thereof, signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any Director who attends a meeting of the Board, or any member of a committee who attends a committee meeting, shall be conclusively deemed to have waived notice of such meeting, unless he or she objects at the beginning of the meeting or promptly upon his or her arrival to the transaction of any business on the grounds that the meeting has not been lawfully called or convened.

7.3 Content. Neither the business to be transacted at, nor the purpose of, any meeting of the Board, or of a committee, need be specified in the notice or waiver of notice of such meeting, unless otherwise required by the Articles of Incorporation or these Bylaws.

ARTICLE 8

Indemnification

The Corporation shall indemnify its past and present directors, officers, employees and agents, at the corporate and chapter level, to the fullest extent permitted and in the manner provided by Article 1396-2.22A of the TNPCA, and other applicable law, against any liability asserted against any such person and incurred by him or her in such a capacity or arising out of his or her status as such a person, including reasonable expenses incurred by such person in connection with a proceeding relating to such liability. In addition, the Corporation may purchase liability insurance for such persons against any such liability.

ARTICLE 9

Fiscal Administration: Books and Records

9.1 Disbursements. All disbursements of monies on behalf of the Corporation may be undertaken by such officer(s) or agent(s) of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board, or of any committee to which such

authority has been delegated by the Board.

9.2 Loans. There shall not be any loans contracted on behalf of the Corporation, nor any evidences of indebtedness issued in its name, unless authorized by a resolution of the Board, or of any committee to which such authority has been delegated by the Board.

9.3 Deposits and Accounts. All funds of the Corporation not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board, or any committee to which such authority has been delegated by the Board, may select, or may be selected by any officer(s) or agent(s) of the Corporation to whom such power may from time to time be delegated by the Board. For purposes of deposit and collection for the account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by such officer(s) or agent(s) of the Corporation as shall be determined from time to time by the Board.

9.4 Corporate Books and Records. The Corporation shall keep at its principal place of business (a) the original or a duplicate record of the proceedings of the Board and any committees, (b) the original or a copy of the Articles of Incorporation and Bylaws, including all amendments thereof to date, certified by the Secretary, and (c) appropriate, correct, and complete books and records of account.

ARTICLE 10

10.1 Affiliation. NAMI Gulf Coast is associated with NAMI Texas and NAMI (National) the National Alliance on Mental Illness. NAMI Gulf Coast 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.

10.2 Use of the NAMI Affiliate Name and Logo. NAMI Gulf Coast 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 these names, acronyms and logos by NAMI shall cease.

10.3 Organizational Independence. NAMI Gulf Coast is independent of other agencies and

advocacy groups not affiliated with NAMI. NAMI Gulf Coast will not share bylaws, articles of incorporation, or board of directors with any other group.

ARTICLE 11

11.1 Accounting Period. The annual accounting period of the Corporation shall be the calendar year.

11.2 Amendments to the Bylaws. The bylaws of the corporation shall be amended or repealed by the affirmative vote of the NAMI Gulf Coast Executive Board.

Secretary

Date