

Bylaws of NAMI Lexington (KY), Inc.

ARTICLE 1 - NAME

The name of the Corporation shall be NAMI Lexington (KY), Inc. and it is sometimes referred to in these Bylaws as the Corporation.

ARTICLE II - PURPOSES

1. Education: to inform the general public, legislators, mental health professionals, and those personally affected by neurobiological disorders, of their prevalence and treatments as well as of new research and developments in the field.
2. Support: to provide opportunities for family members and consumers to share their experiences and to receive mutual support from others who share an understanding of neurobiological brain disorders.
3. Advocacy: to appeal for the rights of persons with neurobiological disorders and their families as well as to advocate for appropriate governmental services for consumers and their families.
4. Cooperation: to cooperate with other local and national organizations to offer educational programs, to foster research on the causes and treatment of neurobiological brain disorders, and to determine present and future needs for services in the Lexington area.
5. General: to have all purposes for which a corporation may be formed under the non-stock, non-profit corporation law of the State of Kentucky.

ARTICLE III - BASIC POLICIES

The following are the basic policies of the Corporation:

1. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.
2. The name of the Corporation or the names of any members in their official capacity shall not be used in connection with any partisan interest or for any purpose not appropriately related to the promotion of the objectives of the Corporation and limited by the provisions of the Articles of Incorporation.
3. The Corporation shall cooperate with other organizations and agencies concerned with persons with neurobiological brain disorders and their families.

ARTICLE IV - MEMBERSHIP AND DUES

1. "Members" are defined as "anyone who accepts NAMI's mission and pays dues in accordance with NAMI policies."
2. All NAMI members are considered as members of NAMI, the NAMI State Organization and NAMI Affiliate, regardless of their point of entry.
3. NAMI membership dues amount are determined by the NAMI National Board of Directors. A lesser dues rate, known as the "open door" rate, shall be available to those whose economic circumstances require it.
4. Members who join through the "open door" dues rate are recognized as full members, entitled to the full rights and privileges of NAMI membership, including voting on all NAMI matters.
5. Membership shall be available without regard to race, disability, creed, sex, religion, age, or national origin.
6. NAMI shall admit persons to membership at any time and their membership will expire in accordance with NAMI National Policies and Procedures.

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7. Only members in good standing shall be eligible to participate in the business meetings, or to serve in any of its elective or appointive positions.
8. Each member shall pay such annual dues as prescribed by the NAMI National organization.

ARTICLE V - MEETINGS

1. Regular meetings of the Board of Directors shall be held as determined by resolution of the Board of Directors.
2. The president of the Board may convene a special meeting of the voting members. A minimum of 5 members of the Board of Directors may require the president, in writing, to convene a special meeting of the voting members with a specified issue or issues, appropriate for vote by the membership, to be on the agenda. The president must convene the requested special meeting of the membership within 14 days of the receipt of the written request.
3. 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. Meetings of the Board shall be open except when the Board votes to meet in executive session. An affirmative vote of the majority of those present and voting shall be required for the transaction of business in any meeting of the Corporation.
4. The annual meeting of the Corporation shall be in November 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 Lexington website at least fourteen (14) days prior to the date of the meeting. Members may continue to receive written notice by request. Those members in attendance shall constitute a quorum for the annual meeting. In no case may a proxy act or vote on behalf of a member in meetings of this organization.

ARTICLE VI - BOARD OF DIRECTORS

1. At each Board Meeting, a majority vote of the Board of Directors may change the number of directors from seven (7) as set forth as the initial Board of Directors in the Articles of Incorporation but as limited by the provisions thereof (not less than three (3) nor more than twenty (20)).
2. The Board of Directors shall consist of the past president, president, vice president, secretary, and treasurer and up to fifteen (15) members-at-large from the Corporation, as set forth in the Articles of Incorporation.
 - (a) The Board of Directors of the Corporation shall select the nominating committee. The nominating committee shall consist of four (4) members: one (1) shall be an officer, one (1) a Board member, one (1) a consumer, and (1) shall be a member of the Corporation who is not serving as a Director. The committee members shall elect the chairperson of the nominating committee.
 - (b) The nominating committee shall select from the membership of the Corporation persons to serve on the board of Directors in accordance with the number of directors last set by the Articles of Incorporation or the membership at the annual meeting. The committee must obtain the approval of each candidate before his/her name may be presented.

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(c) The recommended slate of nominees shall be circulated to the members of the Corporation in writing at least thirty (30) days prior to the election. Nominations may be received from the general membership. The persons receiving the highest number of votes by the membership shall serve as Directors for the ensuing two years.

(d) The term of office for each director shall be a maximum of two years. No director may serve for more than three consecutive terms. A director who replaces another director mid-term may serve for two additional terms. The Nominating Committee, the Board, and the Members may not select or elect a person for nomination, appointment, or election to the Board for a term that begins less than two years following their departure from the Board after serving three terms. The sole exception is the past president, who may serve in that capacity despite previous service during three consecutive terms.

(e) In case of a resignation of a person who is an at large member of the board of Directors, the vacancy can be filled by a majority vote of the Board of Directors at the first regular meeting of the Board with notice being given 30 days in advance.

3. RESIGNATION, TERMINATION and ABSENCES.

(a) Resignation. Any officer or director may resign by tendering a written resignation. An officer or director who discovers, finds themselves, or is placed in a position with the actuality of a conflict of interest, shall immediately resign from the Board or office. An officer or director who is unable to fulfill their duties as required for effective Board functioning shall resign. Resignations shall be effective immediately upon receipt by the Board.

(b) Absences. Any officer or director who is absent from three consecutive meetings shall be deemed to have resigned as of the date of the third missed meeting.

(c) Terminations. All directors are subject to removal for cause. A vote of the majority of directors may remove any officer or director whenever the termination would serve the best interest of NAMI Lexington. The president, or any three directors, shall raise the question of terminating the membership of any officer or director arguably meeting the conditions of subsection a. above who has not resigned.

ARTICLE VII - OFFICERS AND THEIR ELECTION

1. OFFICERS:

(a) The officers of the Corporation shall consist of a past-president, a president, a vice president, a secretary, and a treasurer.

(b) Officers shall be elected by ballot biannually in the month of November. However, if there is but one nominee for any office, it shall be in order to move that the secretary cast the elective ballot of the Corporation for the nominee.

(c) Officers shall assume their official duties the following January after being elected and shall serve for a term of two (2) years until the election and qualification of their successors.

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(d) Each officer shall serve a two-year term. Terms shall begin upon completion of elections. An individual may not serve consecutive terms in the same position. An individual may serve consecutive terms in different officer positions.

2. ELECTION:

(a) There shall be a nomination committee composed of such members as the Board of directors shall determine and the nomination committee shall select from the membership of the Corporation the nominees for officers of the Corporation and present the nominees so selected to the membership.

(b) Officer nominations are permitted from the floor provided the candidate is a member in good standing.

(c) Only those persons who have signified their consent to serve if elected shall be nominated.

3. VACANCY:

A vacancy is filled by a board member elected by a majority vote of the remaining board members (30 day notice of such election having been given) for the unexpired term. In case a vacancy occurs in the office of the president, the vice president shall assume this office.

ARTICLE VIII - DUTIES OF EXECUTIVE COMMITTEE and OFFICERS

1. The Executive Committee shall:

(a) transact necessary business in the intervals between meetings of the Corporation and such other business as may be referred to it by the Corporation.

(b) create standing committees.

(c) approve the works of the standing committees.

(d) present a report at the regular meetings of the Corporation.

(e) appoint an auditor or an auditing committee in January to audit the treasurer's accounts of the previous year.

(f) perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time.

(g) deliver to their successors all official material no later than ten (10) days following the election of their successors.

2. Duties of the elected officers:

(a) **The president** shall preside at all meetings of the Corporation and of the Board of Directors at which he may be present; shall perform such other duties as may be described in these Bylaws or assigned to him by the Board of Directors; and shall coordinate the work of the officers and committees of the Corporation in order that the purposes may be promoted.

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(b) **The vice president** shall act as aide to the president and shall perform the duties of the president in the absence of the president and assist the president with all duties.

(c) **The secretary** or designee shall record the minutes of all of the Corporation and of the board of directors and shall perform such other duties as may be delegated to him. The recording secretary shall keep a record of any and all votes at the Board of Directors meetings. The secretary may conduct the official correspondence as necessary.

(d) **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 IX - EXECUTIVE DIRECTOR

An Executive Director may be employed by the Board of Directors and shall have general direction of and supervision over the staff and day-to-day affairs of the corporation. 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.

ARTICLE X - SPECIAL COMMITTEES

1. The Board of Directors may, at any time, form standing or ad-hoc committees and appoint their members.
2. The president shall be a member ex-officio of all committees except the nominating committee.

ARTICLE XI - DIVERSITY, INCLUSION & NON-DISCRIMINATION

This Article is intended to assure that NAMI Lexington actively strives to be inclusive of every sector of our demographics and makes no distinction between people who have a mental illness and other members.

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1. NAMI Lexington shall actively recruit, engage and serve members from every race, culture, ethnicity, age, religion, socio-economic status, sexual orientation, gender, and disability and shall not discriminate against any person or group in the requirements for membership, provision of service or support, or in its policies or actions.

2. In keeping with NAMI's values regarding nondiscrimination and with applicable federal law, NAMI Lexington shall include in bylaws, operating policies and procedures, and other relevant policy documents, explicit statements that require the organization to embrace the broadest possible definition of inclusion and nondiscrimination.

3. NAMI Lexington shall collect a baseline of members' voluntarily-supplied demographic information as identified and requested by the National Board of Directors. Additional membership information may be collected by State Organizations and Affiliates.

4. Whenever there is a demand and the interests of members can best be served by support through groups sharing some affinity, including but not limited to lived experience or primary language, and provided the necessary infrastructure and funding can be developed, NAMI Lexington will offer multiple support groups beyond our baseline family and/or consumer groups.

5. NAMI Lexington membership and leadership will aspire to reflect the demographic composition of our respective community. NAMI Lexington will use the most recent national census data as the standard for local demographics and for measuring success in reaching this aspiration.

ARTICLE XII - NAMI NAME and LOGO

1. This Organization acknowledges that NAMI controls the use of the name, acronym and logos of NAMI and that their uses by this corporation shall be in accordance with NAMI policy.

2. Upon termination of affiliation with or charter by NAMI, the uses of these names, acronyms and logos by this Affiliate member shall cease.

ARTICLE XIII - AMENDMENTS

Any proposed amendment to the affiliate bylaws is to be presented in writing to the entire general membership at least 30 days before the meeting at which it is to be voted on. Ratification of the amendment requires a favorable vote by at least two-thirds of the members in good standing present at the meeting.