

Bylaws of NAMI Wichita Falls

ARTICLE I **Organization**

Section 1. Name

The name of the organization is the Wichita Falls Alliance for the Mentally Ill, DBA as NAMI Wichita Falls, hereinafter referred to as NAMI Wichita Falls.

Section 2. Affiliation

NAMI Wichita Falls is associated with NAMI Texas and NAMI, the National Alliance on Mental Illness. NAMI Wichita Falls 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 Wichita Falls and Logo

NAMI Wichita Falls 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 Wichita Falls shall cease.

Section 4. Seal

NAMI Wichita Falls shall not have a corporate seal.

Section 5. Organizational Independence

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

Section 6. Location

The principal office of NAMI Wichita Falls is located in Wichita Falls, Texas.

Section 7. Purpose

The purposes for which NAMI Wichita Falls 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

The mission of NAMI Wichita Falls is to improve the lives of those affected by mental illness, their loved ones, and caregivers, through support, education, and advocacy.

Section 9. Vision

The vision of NAMI Wichita Falls is to:

- Maintain an up-to-date database of community resources for the use of the community
- Provide the ability to take calls and electronic messages from the public in search for services
- Educate the public about mental illness through public forums, speaking bureaus, coordinated community events
- Coordinate collaborate efforts in the community between city, county, and legislative leadership to build capacity for meeting the needs of those affected by mental illness.
- Implement programs targeted for special populations
- Develop funding sources from governmental agencies, charitable organizations, and business to support the activities of NAMI Wichita Falls
- Serve as a liaison and/or advocate with other local, state, and national mental health organizations in meeting the needs of those affected by mental illness
- Promote community support programs

ARTICLE II **Membership**

Section 1. Definition

A member is any person who accepts the mission of NAMI, NAMI Texas, and NAMI Wichita Falls 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 Wichita Falls members are also members of NAMI Texas and NAMI.

Section 2. Dues

NAMI Wichita Falls 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 Wichita Falls.

ARTICLE III

Membership Meetings and Elections

Section 1. Annual Meetings

The annual business meeting of the membership shall be held during the first quarter of the calendar year (January - March), 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

A quorum shall be established if either 20% of the membership is in attendance or 10% of the mail-in ballots are returned.

Section 5. Voting Process

Votes cast by NAMI Wichita Falls members in good standing as of the record date shall be by official secret ballot in person or by electronic ballot provided by NAMI Wichita Falls. Each member shall cast 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

The Board of Directors shall consist of five (5) to fifteen (15) elected by the membership.

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 three (3). 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 Wichita Falls 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 Wichita Falls.

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 50% 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, may be removed from office.

Whenever in its judgment the best interests of NAMI Wichita Falls 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 four (4) 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 these 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 Wichita Falls. 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 of Directors 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 Wichita Falls shall be President, Vice President, Secretary, and Treasurer. 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 Wichita Falls 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.

If, at any time, NAMI Wichita Falls is without an Executive Director, the President shall be the chief executive officer and shall have general supervision of the affairs of the corporation under the direction of the Board of Directors and the Executive Committee.

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 Wichita Falls. 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 Office of NAMI Wichita Falls shall receive compensation for his or her services as Office or member of a standing or special committee on the Board.

ARTICLE VII
Executive Director

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

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 Wichita Falls 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 Wichita Falls 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 Wichita Falls, 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. 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 September 1st and conclude on August 31st. NAMI Wichita Falls shall produce an annual financial report.

Section 2. Contracts

The Board of Directors may authorize any two (2) Officers as agents of NAMI Wichita Falls, who may enter into any contract or execute and deliver any instrument in the name of and on behalf of NAMI Wichita Falls.

Section 3. Checks

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NAMI Wichita Falls shall be signed by Officers. Payments should not exceed forty-five (45) days of due date.

Section 4. Deposits

All funds of NAMI Wichita Falls shall be timely deposited to the credit of NAMI Wichita Falls 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 Wichita Falls any contribution, gift, bequest, or donation for the general purpose or for any special purpose of NAMI Wichita Falls. Any contribution, gift, bequest, or donation shall be placed in general funds unless otherwise stipulated, and shall be dispersed by NAMI Wichita Falls 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 Wichita Falls 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 Wichita Falls 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 Wichita Falls shall be liable to NAMI Wichita Falls 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 Wichita Falls 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 Wichita Falls to indemnify Directors, Officers, employees, volunteers, or others related to [NAMI Wichita Falls], as required by NAMI.

ARTICLE XIII

Waiver of Notice

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 Wichita Falls 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 Wichita Falls 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 for 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 Wichita Falls 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 Wichita Falls, 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.

Distribution of assets to a local organization as voted on by the NAMI Wichita Falls Board of Directors at the time of dissolution.

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 were approved by two-thirds (2/3) vote of the members casting votes at a meeting of the NAMI Wichita Falls membership held on _____.

David Kelley, President

Nan Presson, Secretary