



YAKIMA

NATIONAL ALLIANCE ON MENTAL ILLNESS

NAMI Yakima

BYLAWS

Adopted September 10, 2016

PREAMBLE

NAMI Yakima esteems the value of its members.

- Regardless of how mental illness has impacted their lives, NAMI Yakima members have equal status, value, and opportunity within the organization.
- NAMI Yakima recognizes that its collective voice for people with mental illness is its most valuable organizational tool and is committed to maintain its independence, its clarity, and its volume.

MISSION

NAMI Yakima's mission is to provide mental health support, education, and advocacy for the unmet needs of people affected by mental illnesses and their families, friends, and the community.

VISION STATEMENT

Our vision is a community working together to eradicate the stigma of mental illness and to improve the quality of life for all persons affected by mental illness.

BELIEF PROPOSITION

We believe everyone affected by mental illness is worthy of quality support.

ARTICLE 1 – NAME AND PURPOSE

Section 1.01. Name

The name of the organization shall be National Alliance on Mental Illness, Yakima; herein called NAMI Yakima. NAMI Yakima acknowledges that NAMI controls the use of the name, acronym, and logo of NAMI and that use shall be in accordance with NAMI policy and that upon termination of affiliation with NAMI, the uses of these names, acronyms, and logos by NAMI Yakima shall cease.

The Secretary of State of the State of Washington has certified the Articles of Incorporation of NATIONAL ALLIANCE FOR THE MENTALLY ILL YAKIMA.

Section 1.02. Purpose

NAMI Yakima is a non-profit, 501(c)(3), corporation composed of persons with mental illness, parents/relatives/friends or guardians of a person who has mental illness, and other individuals and organizations working together to eradicate the stigma of mental illness and to improve the quality of life for all persons with mental illness.

ARTICLE 2 – AREA OF ACTIVITY

Section 2.01. Area of Activity

The offices and mailing address of NAMI Yakima shall reside within the legal boundaries of Yakima County, Washington. The physical location of the business office is determined by the Board of Directors. The area of service shall be designated as, but not limited to, the legal boundaries of Yakima County, Washington.

ARTICLE 3 – ORGANIZATION

Section 3.01. Definition of the Organization

NAMI Yakima is the Affiliate Representative of the national organization, the National Alliance on Mental Illness, in Yakima County, Washington. As such, it is the policy of NAMI Yakima to pass on to the members of NAMI Yakima information, training opportunities, and updates concerning advances in mental health research, State and Federal policy changes, and treatment advances that may improve the lives of members/people with mental illness within this service area.

Section 3.02. Membership

NAMI Yakima is a membership organization chartered by NAMI Washington to conduct its activities in its service area. Members accept the mission of NAMI and NAMI Yakima and pay annual dues. Dues are established by the Board of Directors of NAMI.

For the purposes of equity in accounting, a membership list is compiled of all members “in good standing” and is forwarded to the National office with a record of all dues submitted. It is the policy of NAMI Yakima to NOT sell the names of members for any reason. NAMI members “in good standing” are members of NAMI National, NAMI Washington, and NAMI Yakima.

A “member in good standing” in NAMI Yakima shall be an individual who is “paid in full” for the current fiscal year and has submitted the information required by NAMI Washington and by NAMI National. Dues are non-refundable.

A member may be an individual or a family of individuals living in one household that is counted as one for the purpose of paying dues and voting.

Members elect the Executive Board and amend the bylaws.

NAMI Yakima, including its members, officers, board members, employees, and representatives, will operate in accordance with all state, federal, and local laws.

Section 3.03. Non-Discrimination

NAMI Yakima and its members will not discriminate against any individual, or group of individuals, on the basis of race, color, religion, sex, age, national origin, sexual orientation, or disability in any of the requirements for membership, or in its policies or actions.

Section 3.04. Fiscal Year

NAMI Yakima’s fiscal year shall begin on October 1 of each year and shall conclude on September 30 of the following year.

ARTICLE 4 – RIGHTS, RESPONSIBILITES AND LIMITATIONS

Section 4.01. Voting Rights

All members in good standing will be permitted to vote in matters affecting the affiliate, as stipulated under these Bylaws. Each member will have one vote. Voting by proxy will only be permitted by the Board of Directors, at their discretion and with advance written consent of the non-attending member in good standing.

Section 4.02. Membership Meeting

An annual meeting of the membership will be held no later than September 15. Additional meetings may be convened by the Board of Directors as determined to be necessary or by petition of one-eighth of the members in good standing.

Any business of the Membership will be brought before those present. In the event of routine business, a simple majority of those responding shall be required on all matters except the following:

- a. Adopting an annual budget,
- b. Amending Bylaws,
- c. Buying, selling, or otherwise disposing of real property.

A two-thirds majority of the members responding shall be required for passage of the above.

The rules of conduct contained in Roberts Rules of Order shall govern in all issues where applicable, to the extent they are consistent with the Bylaws adopted by the membership.

Each member is strongly encouraged to attend and participate at any and all of the meetings and activities as their voice and vote are foundational to promoting recovery from mental illness and its effects on one’s quality of life.

Section 4.03. Contributors and Conflicts of Interest

NAMI Yakima reserves the right to limit total contributions from any one contributor or allied groups of contributors if it is deemed by the Board of Directors that a potential conflict of interest may arise from acceptance of such contribution. The Board of Directors also reserves the right to pass any contribution made on to the State or to the National NAMI organization at its sole discretion. The Board of Directors reserves the right to make this policy more or less restrictive at its own discretion, without prior notification.

ARTICLE 5 – BOARD OF DIRECTORS

Section 5.01. General Powers

The Board of Directors shall be made up of elected Officers and Board members. The property, business, legal, and operational affairs of NAMI Yakima will be conducted and managed by the Board of Directors. All the powers of NAMI Yakima, as conferred by the Articles of Incorporation for Washington State, may be exercised by the Board of Directors except as noted elsewhere in these bylaws.

The Board of Directors shall establish the policies of NAMI Yakima and shall have the power of the organization between meetings of the organization's membership unless otherwise specified in the Articles of Incorporation or these bylaws.

Section 5.02. Composition

The Board of Directors shall be comprised of members "in good standing" of NAMI Yakima that are individuals with a mental illness or emotional disability, family members or caregivers of an individual with mental illness or emotional disability, and other interested community members needed to sustain and grow the organization.

Section 5.03. Election or Appointment; and Number

The Board of Directors will consist of no less than five (5), and no more than thirteen (13), persons elected from the membership.

In the event of a vacancy on the board, the Directors may elect a replacement to fulfill the unexpired term for that vacancy, except that the Vice President will succeed to the Presidency and the Directors will fill the position of Vice President.

At the discretion of the Board of Directors, non-voting officio members of the Board may be appointed to provide continuity of NAMI's mission and vision or contribute technical resources.

A Board member will have been found in forfeiture of their Board seat after having missed three consecutive Board meetings without notifying the President prior to the meeting.

Section 5.04. Term of Office

The term of office for both Board officers and members shall be two years. The elected Board of Directors shall take office on October 1 following the election. No individual shall serve in excess of three consecutive terms of office without taking a leave from the board for a minimum of one year. This does not preclude an individual from serving in the capacity of committee chairperson or other position that reports directly to the Board and is integral to the activities of NAMI-Yakima during the leave from the Board.

Section 5.05. Board Meetings

Board of Director Meetings shall be held at least quarterly. Additional Board meetings may be called, as needed by the President. A quorum at any Board meeting shall consist of a simple majority of seated Directors present. The affiliate President, or his/her designee, shall represent the affiliate at all NAMI-Washington meetings and functions.

ARTICLE 6 – NOMINATIONS AND ELECTIONS

Section 6.01. Nominating Committee

Elections will be held for half of the Board officers and members each year, thus ensuring that there is continuity. A three-member Nominating Committee, to establish a list of prospective Officers and Board members, shall be appointed by the President in April of each year. The nominating committee will actively seek applications from qualified candidates recognizing that diversity is a strength of the organization.

All persons nominated must be members in good standing at the time of the Annual Membership Meeting. Members can submit their own names for nomination. More than one name for each office can be included on the ballot.

Section 6.02 Balloting

The type of ballot used shall be determined by the Board of Directors.

- A. Mailed Ballot: Ballots will be counted in time to announce the results of the election at the Annual Membership Meeting.
- B. In Person Ballot: The vote will occur during the Annual Membership Meeting. The newly elected Officers will assume their posts upon the commencement of the new fiscal year.
- C. Electronic Ballot:

1. Upon prior notice, the Board of Directors may conduct business of NAMI Yakima through votes made via electronic transmissions, resulting in election of directors and officers, passage of resolutions and fiscal and management decisions.

2. Notice of any special action to be taken by Board of Directors or to be ratified by Members shall be given at least five (5) days previously thereto by electronic transmission to each Board of Director and Member consenting to such notice. The Board of Directors and Members shall provide an electronic transmission address to NAMI Yakima which shall remain on file with the Secretary. If notice is given by electronic transmission, such notice shall be deemed to be delivered when sent.

3. Action via Electronic Transmission. Any action in which a majority of the Board of Directors has submitted an electronic vote will be determined to be valid and adopted when all Directors have registered a vote (aye, abstain, nay) through electronic transmission. The Secretary shall determine the period after which the voting opportunity shall be closed.

Any action in which a majority of the Members has consented through electronic vote will be determined valid and adopted when a majority of Members has registered a vote (aye, abstain, nay) through electronic transmission. The Secretary shall determine the period after which the voting opportunity shall be closed.

4. Informal Action by Board of Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board of Directors. Board of Directors may use

an electronic transmission to provide a consent in lieu of a written signature provided the transmission provides sufficient information to determine the sender's identity.

ARTICLE 7 – AUTHORITY AND DUTY OF OFFICERS

Section 7.01. Officers

The officers of the organization shall be a President, a Vice-President, a Secretary, and Treasurer. No person may hold more than one office at a time. These officers will comprise the Executive Committee of the corporation.

No two members of the same immediate family – spouses, parents, children, etc. – may serve on the board of directors and/or on the executive committee at the same time.

Section 7.02. President

The President provides general supervision of NAMI Yakima affairs and exercises all powers customarily attendant to that office. The President appoints members of all standing committees, reporting such appointments to the Board of Directors. The President shall preside at each Board Meeting and Annual Membership Meeting, setting the agendas for both and shall give a report of the Board business to the General Meeting. In the absence of 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 Executive Committee.

Section 7.03. Vice President

The Vice President will perform the duties of the President during the President's absence and will succeed to the Presidency should there arise a vacancy of the office. The Vice President shall also perform such other duties pertinent to the business of the organization as the President may request.

Section 7.04. Treasurer

The Treasurer is the officer accountable for the distribution of NAMI Yakima funds per instruction from the Board of Directors. The Treasurer shall prepare and present current financial reports at the Board of Directors meetings, and shall prepare such reports as may be needed to satisfy government requests of the corporation. The Treasurer shall schedule an annual audit or annual review to be presented at the Annual Membership Meeting.

Section 7.05. Secretary

The Secretary shall be responsible for recording and the maintenance of the minutes of the Board of Directors and General Meetings; and such other administrative communication needs to, or for, the Membership. The Secretary shall be a Board member by appointment. All written records shall be kept at the physical location of the business office.

Section 7.06. Board Directors

Board Directors assist officers in conducting business. They are the trustees of the organization and have oversight, as well as advisory and visionary, responsibilities. The Board Directors shall be Board members by appointment.

Section 7.07. Resignation

Resignations are effective upon receipt of a written notification by the Secretary of the Board.

ARTICLE 8 – COMMITTEES

Section 8.01. Establishment

The President shall appoint such additional special or standing committees to assist in the NAMI Yakima mission as may be necessary. The President will appoint a chairperson for the committee to report to the Board of Directors.

Section 8.02. Composition

Committees may be composed of at least two (2) persons which, with the exception of the Executive Committee, may include non-Board members.

ARTICLE 9 – DISPUTE RESOLUTION

Section 9.01. Dispute Resolution

The NAMI-Yakima Board of Directors will mediate the resolution of a dispute arising within its jurisdiction that cannot successfully be resolved among the principles. The principles to the dispute will notify the Board of Directors, in writing, of the existence of the dispute. If, after 60 days, mediation by the Board of Directors has not satisfied the principle participants, the Board of Directors shall take the matter under consideration and issue a decision that will be final and binding upon all those involved.

Any member of NAMI Yakima that takes action deemed by the Board of Directors to be adverse to the well-being or stated principles of the NAMI organization or to its members will be notified in writing of the intended disciplinary action by the Board of Directors: up to and including removal from membership. Matters involving an alleged violation of State or Federal law will be referred to the proper authorities at the discretion of the Board of Directors. Said member may, within 10 days of written notice, request (in writing) a hearing, before the Board of Directors to present his/her views regarding the termination of membership. All decisions arising out of said hearing by the Board of Directors shall be final and binding upon the membership

SECTION 10 – AMENDMENTS

Section 10.1. Amendments

A proposed amendment to these bylaws must be mailed in writing to the members ten days prior to the Annual Meeting where the President shall call for the vote. As stated in Section 4.02,

Membership Meeting: a two-thirds majority of those in attendance is required for passage of amendment.

SECTION 11 – DISSOLUTION

Section 11.1. Dissolution

In the event NAMI Yakima should be dissolved, any assets remaining following the payment of debts and the satisfaction of liabilities shall be made to NAMI Washington for tax exempt purposes in the furtherance of its education, research, and advocacy objectives. The Board of Directors shall duly file the proper certificates of dissolution, notice to the attorney general, and all other required local, state, and federal documentation with the appropriate authorities.

This document updated and revised September 10, 2016, for NAMI YAKIMA, the National Alliance on Mental Illness: Yakima, Washington.