

**NAMI DeKalb, Inc.**

**Bylaws**

1. **Name**

The NAMI DeKalb, Inc. is the recognized and official name of the organization, hereafter referred to as NAMI DeKalb. NAMI DeKalb is an affiliate of the national organization, NAMI, and the state organization, NAMI Georgia.

1. **Mission**

NAMI DeKalb is a nonprofit organization that provides support, education, and advocacy throughout DeKalb County on behalf of individuals and families affected by mental illness.

1. **Membership**
2. Membership in NAMI DeKalb is open to persons with mental illness, family and friends of persons with mental illness, and all persons interested in advancing education, support and advocacy on behalf of mental illness.
3. Members accept the mission of NAMI National, NAMI Georgia and NAMI DeKalb and pay annual dues, as determined by NAMI National.
4. A member may be one individual or a family of individuals living in one household that is counted as one for the purposes of paying dues and voting. Members of NAMI Dekalb are automatically also members of NAMI Georgia and NAMI.
5. Members elect the Board of Directors and approve any amendments or revisions to the Bylaws.
6. **NAMI Name**
7. NAMI DeKalb 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 logo by NAMI DeKalb shall cease.
8. Within 30 days of termination, NAMI DeKalb will change its name to reflect that it is no longer connected to NAMI.
9. **Dissolution:** In the event NAMI DeKalb should be dissolved, distribution of its assets shall be made to NAMI Georgia for furtherance of its education, support, and advocacy objectives.
10. **Financial Parameters**
11. Dues are established by the Board of Directors of NAMI National.
12. The fiscal year shall begin on January 1 of each year and end on December 31.
13. A budget for the upcoming year will be proposed by November’s or December’s Board meeting and the Board will review and vote on the Budget for the upcoming year.
14. **Membership Meetings**

1. Annual meeting of the membership will be held in April.
2. Members will be informed of the annual meeting at least fourteen (14) days in advance.
3. The Board of Directors, or 50% of members, may call a special membership meeting at the time, date and location of their choice. Notice of such a meeting must be given to the membership 14 days prior. Notice will be given by e-mail, website announcement, and/or newspaper announcement.
4. Installation of the newly elected Officers shall occur at the annual meeting in April. Their terms shall begin at the conclusion of the April meeting.
5. **Board of Directors**
6. **Qualifications.** The Board of Directors shall be comprised of up to nine (9) members in good standing of NAMI DeKalb. The Board of Directors shall establish the policies of NAMI DeKalb and shall have the power of the organization between meetings of the organization’s membership unless otherwise specified in these Bylaws.
7. **Term of office.** The term of office is three (3) years. Directors may serve two consecutive terms, or no more than 6 years. Each year the membership of NAMI DeKalb will elect a new class of three (3) Directors.
8. **Nomination and election process.**
	1. Election of Board of Directors members shall be conducted in conjunction with the April membership meeting.
	2. Each year the President shall appoint a Board Nominating Committee comprised of three Directors. The Committee will identify able and willing candidates from the NAMI DeKalb membership with at least one candidate for each Board opening.
	3. Nominations for Directors shall be submitted by members in writing to the Board Nominating Committee not less than 30 days prior to the election at the April membership meeting.
	4. The recommendations of the Board Nominating Committee shall be submitted to the general membership at least 14 days prior to the April membership meeting.
9. **Election of Officers.** After the membership vote for new Directors is announced at the annual meeting, the newly elected Board of Directors and returning Board members shall determine among themselves who will serve as President, Vice President, Secretary and Treasurer for a three-year term.
10. **Financial Expectations of Board Members**. Board Members are expected to contribute, raise funds, or secure donations of grants in the amount of $500.00 each year.
11. **Removal.** Board members who are unwilling or unable to fulfill the duties required of them will be subject to dismissal by two-thirds (2/3) vote of the Board members present at a Board meeting. Additionally, Board members are expected to comply with the signed Board Members Agreement and may be removed for lack of compliance.
12. **Resignations**. While terms of office are considered to be three (3) years, a Board member may resign for any reason at any time during their term.
13. **Vacancies.** Vacancies that occur on the Board of Directors shall be filled by a vote of the majority of the Board of Directors for the remaining length of the term of said Board member.
14. **General Powers.** Subject to the provisions of the Georgia State Nonprofit Law and any limitations in the NAMI DeKalb Articles of Incorporation and these Bylaws relating to action requiring approval by the members, the business and affairs of NAMI DeKalb shall be managed by or under the direction of the Board of Directors.
15. **Conflict of Interest.** All Board members are required to sign the NAMI DeKalb Conflict of Interest disclosure form annually. Failure of new or current Board members to sign this form within thirty (30) days of receipt will result in automatic dismissal from the Board.

## Board of Directors Meetings

1. **Annual.** An annual meeting of the NAMI DeKalb Board of Directors shall be held in May of each year. All meetings of the Board of Directors are open to NAMI DeKalb members and visitors, unless in Executive Session, as called by an Officer.
2. **Regular.** In addition to their annual meeting, the Board of Directors shall hold at least six (6) regular meetings annually, with no fewer than ten (10) total meetings recommended. One yearly meeting will be planned for a Strategic Retreat, generally in January, taking the place of that month’s Board meeting. The times and places of said meetings are to be designated by the President.
3. **Special.** Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be distributed by the Secretary to each Board member two weeks in advance of that meeting, unless notice requirement is explicitly waived by all Board members.
4. **Quorum.** A majority of the Board of Directors then serving shall constitute a quorum at the annual meeting and at any regular or special meeting; and a majority of those present in either case shall have power to act in all matters.
5. **Duties.** The Board of Directors is responsible for overall policy and direction of NAMI DeKalb. The board receives no compensation other than reimbursement for reasonable expenses incurred in service to the organization.

# **Duties of Officers**

1. The officers of NAMI DeKalb shall be President (or Co-presidents), Vice President (or First Vice President and Second Vice President), Secretary, and Treasurer. These officers shall be elected by the Board of Directors at the annual April meeting.
2. **President.** The President (or a Co-president) shall preside at meetings and serve as ex-officio member of all committees except the nominating committee. The President (or Co-presidents) shall exercise such authority and perform such duties as the Board of Directors may assign. The President (or Co-presidents together) 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.
3. **Vice President.** The Vice-President shall perform such duties and exercise such authority as may be assigned by the President. Should the President (or a Co-President) of the Board resign, be removed from office, become incapacitated or be unable to fulfill his/her duties that authority will fall to the Co-President (or First Vice President) who shall become the Acting President. Upon assuming the role, the Acting President shall call a Special Meeting of the Executive Committee. The Executive Committee will determine if the Acting President should remain in the role as Acting President, in a situation where the Board President’s incapacity is temporary, or if the position of Board President should be filled for the remainder of the term.
4. **Secretary.** The Secretary shall identify those present, record all votes taken and author a summary of issues discussed at Executive Committee and Board meetings. The Secretary will submit meeting minutes within fourteen (14) days of each meeting for distribution, Board approval and to be filed as a permanent record.
5. **Treasurer.** The Treasurer shall monitor all revenues and expenses, approve all payables, and ensure maintenance of a complete and accurate account of all funds received and disbursed. The Treasurer will produce a monthly financial statement of income & expenses and a statement of fund balances for the Board. The Treasurer shall present the books for audit at such times as required by the State of Georgia and/or NAMI Georgia. The Treasurer is authorized to pay expenditures within the limits of the annual budget as approved by the Board of Directors.
6. **Committees**
7. **Executive:** The Executive Committee shall consist of the officers plus one additional Board member to be selected by majority vote of the Board of Directors. The Executive Committee shall exercise all powers of the Board of Directors between meetings of the Board. All proceedings of the Executive Committee shall be presented to the Board at its next meeting for inclusion in the official minutes of the Board.
8. There shall be a Bylaws Committee for receipt and review of proposed amendments and for reviewing the document for revision as needed.
9. **Other:** The President shall appoint the Chair of all other Board committees with approval of the Board of Directors.
10. **Indemnification**
11. The NAMI DeKalb officers and directors shall be indemnified to the fullest extent provided by law for actions taken in service to the organization, except for any action determined by the Board of Directors to have been taken in bad faith.
12. In any suit or legal action, the Board of Directors shall have the authority to advance legal fees and other costs incurred by an indemnitee. If any such suit or action results in a determination of bad faith, indemnitee shall reimburse NAMI DeKalb for any advanced fees and costs.
13. **Parliamentary Authority**

A current edition of ***Robert’s Rules of Order*** shall govern the conduct of business in all cases in which they are applicable and not in conflict with the bylaws.

1. **Non-Discrimination**

NAMI DeKalb shall not discriminate against any person or group of persons on the basis of race, ethnicity, culture, language, national origin, age, disability, gender, sexual orientation, gender expression, education, religion, faith, socio-economic status or lived experience.

1. **Independence**

NAMI DeKalb shall be independent of other agencies and advocacy groups not affiliated with NAMI, and shall not share bylaws, articles of incorporation, or boards of directors with such other groups. While independent of other agencies, NAMI DeKalb is an affiliate of NAMI Georgia and operates under guidelines provided by NAMI Georgia.

1. **Amendments**

Revision or amendments to the Bylaws may be proposed by any member or any director. Any such proposed revision or amendments shall be submitted in writing to the Bylaws Committee not less than sixty (60) days prior to the date of the next meeting. Each member shall receive in writing all proposed revisions or amendments to the bylaws not less than thirty (30) days prior to the next meeting of the members. Proposed revisions or amendments shall be presented by the Board of Directors to the membership at the next meeting. A two-thirds majority of the members voting shall be required to revise or amend the bylaws, provided a quorum is present.

1. **Date of Bylaws Adoption and Amendments**

Revised February 2022 and adopted on April 19, 2022