

## **Mission**

NAMI Omaha is a non-profit corporation in the state of Nebraska composed of consumers, family members, professionals, and friends who have come together to share and take comfort in the commonality of their experiences and to educate members of their communities about serious mental illness. NAMI Omaha's mission is to work to improve the service for and the lives of those affected by mental illness and their families.

This mission will be accomplished by:

- organizing and assisting local support groups;
- providing local information and referral services;
- conducting community education by serving on local committees and boards;
- interacting with local professionals;
- involving other community groups in the NAMI agenda;
- working with the local media on matters relating to mental illness;
- reporting on local issues and needs to NAMI Nebraska;
- fund raising for NAMI programs; and
- advocating at the grass roots level on local, state and federal issues.

## **Article 1—Definition and Rights/Privileges of Membership**

### Section 1      Eligibility

Membership in NAMI Omaha shall be open to all individuals interested in mental illness and evidenced by payment of annual dues in accordance with the policies of NAMI National (including reduced dues under the "Open Door" policy of NAMI National). By virtue of paying dues to NAMI National and opting to be a member of the NAMI Omaha affiliate, a member automatically also becomes a member of NAMI Nebraska.

### Section 2      Privileges

Individuals who are members may take an active part in monthly meetings, vote on all issues, or become a member of the Board or committee(s). Families and friends of members are welcome to attend meetings and join in discussions, but only individual members in good standing may vote.

### Section 3      Membership List

The membership list shall be maintained as required by NAMI National and may not be given to other agencies or organizations.

## **Article 2—Financial parameters**

### Section 1      Dues

Annual membership dues are as established by NAMI National and may be paid to NAMI Omaha, NAMI Nebraska or NAMI National. Dues shall be shared between these three entities as determined by current policies and procedures of NAMI National.

### Section 2      Fiscal year

The fiscal year shall be from January 1 through December 31.

### Section 3      Financial Management

The funds of NAMI Omaha shall be deposited in financial institutions as approved by the Board, which shall also prescribe suitable procedures for the safekeeping of these funds and any other assets of NAMI Omaha. The Board shall establish procedures for the expenditure of funds; and the Treasurer shall prepare and present a report for each meeting of the Board of Directors outlining revenue, expenditures and cash on hand.

## **Article 3—Membership Meetings**

### Section 1      Regular

The members shall meet monthly at a day, time, and place determined by the Board and in accordance with an Agenda prepared by the President in consultation with other Board members.

Section 2            Cancelled Meetings

A meeting not held as scheduled due to unavoidable circumstance shall be cancelled or re-scheduled, as determined by the President.

Section 3            General Membership Quorum

At regularly scheduled membership meetings, ten percent of the members shall constitute a quorum.

Section 4            Special Meeting

The Board, or 50% of members, may call a special meeting at a time, date and location of their choice. The party calling the meeting shall provide notice of such to the membership at least 14 calendar days prior to the meeting and shall also be responsible for securing a suitable venue for the meeting.

Section 5            Notice of

Notice up upcoming meetings will be provided at least seven days in advance in a manner determined by the Board. Electronic communications (e.g. maintaining a calendar of meetings on a NAMI Omaha sponsored website reasonably accessible to members or emailing information on upcoming meetings to individual members) shall be deemed acceptable notice.

**Article 4—Board of Directors**

Section 1            Qualifications

The Board of Directors (herein “the Board”) shall be elected from the general membership in good standing of NAMI Omaha and-consist of at least six and no more than twelve individuals.

Section 2            Duties

The Board shall establish the policies and procedures of NAMI Omaha and shall have the power to act on behalf of NAMI Omaha between meetings of its membership unless otherwise specified in its Articles of Incorporation or these bylaws. Board members shall receive no compensation other than reimbursement of reasonable expenses incurred in service to NAMI Omaha as may be approved by the Board.

Section 3            Term of office

Board members shall serve for a term of one year from November 1st to October 31st and may succeed themselves if nominated and elected. In the event elections are not held within the time frame outlined herein, the term of current Board members shall be automatically extended until the nomination and election process outlined herein can be completed.

Section 4            Nomination/Election Process

Annually, prior to the Board meeting in August, the President and/or his/her designee will poll all Board members to determine their interest in continuing on the Board and/or the names of any other potential nominees for Board membership. This list of nominees shall be made available to all regular members in good standing along with a solicitation for additional nominees (including self-nominations). Provided a quorum is present at the October regular membership meeting, this final list of nominees will be presented to the membership, along with any data nominees care to provide. If the number of nominees is equal to or lower than the maximum size of the board as required by these bylaws, a voice vote shall be held to elect the entire slate of nominees. If the number of nominees is above said maximum, or if a majority of the members present do not approve the entire slate by voice vote, paper ballots will be distributed and each member may vote for up to the said maximum number of nominees. Board membership will then be awarded in order of total votes received until said maximum size of the Board has been achieved. In the event the minimum number of Board members required by these bylaws are not nominated and/or do not accept appointment, further nominations may be solicited by the current President and a further vote of membership held to confirm them. Alternatively; the President may, at his/her discretion, identify and appoint sufficient additional persons to the Board to achieve the minimum requirement specified in Article 4.1 above.

In the event elections are not able to be held at the October membership meeting or if a quorum is not present, the nomination/election process may be deferred until the next regular meeting date at which a quorum is available. Alternatively, at the discretion of the Board, members may be polled electronically (e.g. via email or web posting) or by U.S. mail and the results counted under the same criteria outlined above for a vote at a meeting, provided that at least a quorum of the membership responds.

Section 5            Vacancies

Vacancies that occur on the Board between elections may be filled by appointment of the President, subject to the consent of the Board. Alternatively, they may be left vacant until the next election provided the minimum number of Board members required by these bylaws is maintained.

Section 6            Removal

The failure by an individual Board member to attend two consecutive meetings of the Board without reasonable excuse or notice may serve as a basis for removal from the Board. The determination of whether a particular individual should be removed for non-attendance shall include consideration of contributions the individual has made to the organization in his/her capacity as a Board member in lieu of attendance at Board meetings. When the Board determines that an individual should be removed, that individual shall be provided with notice of the intention to remove and shall have the opportunity to respond and object to such removal before the full Board at the next meeting of the Board (but no sooner than 10 calendar days after notice).

Section 7            Conflict of interest

All Board members shall sign the NAMI Omaha Conflict of Interest disclosure form prepared in accordance with the requirements of NAMI National and NAMI Nebraska annually, and refusal to sign this form will result in automatic removal from the Board. Any member of the Board who wishes to work on or with a state or local committee (standing or ad-hoc) of any other organization as a representative of NAMI-Omaha, must present this information in a timely manner to the Board for approval. The Board shall be kept informed of the results of these committees; and the Board member so approved shall represent only the position conveyed by the Board or any other guidance made by the Board.

**Article 5—Directors' Meetings**

Section 1            Annual/Strategic

An annual/strategic planning meeting of the NAMI Omaha Board will be held between Nov 1st and Jan 31st of each year and shall be open to all NAMI members.

Section 2            Regular

In addition to the annual/strategic meeting, the Board of Directors shall hold no fewer than six regular Board meetings annually at times and places designated by the President.

Section 3            Special

Special meetings of the Board may be called upon the request of the President or any officer of the Board. Notices of such special meetings shall be distributed by the Secretary to each Board member at least two weeks in advance of the meeting, unless the notice requirement is explicitly waived by a majority of the Board. The party or parties interested in holding a special meeting shall be responsible for identifying a suitable venue. Provided that a majority of the Board concurs in advance, the special meeting may be held electronically or via telephone conference.

Section 4            Quorum

A majority of the Board then serving shall constitute a quorum at any annual, regular or special meeting; and a majority of those present in either case shall have power to act in all matters.

**Article 6—Committees**

The Board may establish and/or dissolve any committee (of Board members or general membership) it deems necessary to achieve the mission of NAMI Omaha or to advance a specific project or cause by consensus of the Board or designation by the President. Participation in such committees will be voluntary and the committee or its designee(s) shall periodically report on progress and activities to the Board.

**Article 7—Officers**

Section 1            General

The election of officers of the Board shall take place at the first meeting of the Board after the annual election of the Board as outlined in Article 4.1 above at which a quorum is present. The officers shall be elected by majority vote of the newly elected Board members and shall commit to serving a one year term. Officers include the following:

Section 2            President

The President shall preside at meetings and serve as ex-officio member of any committees established as provided in Article 6 above. The President shall exercise such authority and perform such duties as the Board may assign and shall be the chief executive officer and have general supervision of the affairs of NAMI Omaha under the direction of the Board.

Section 3            Vice President

The Vice-President shall perform such duties and exercise such authority as may be assigned by the President. Should the President be removed from office, become incapacitated or be otherwise unable or unwilling to fulfill his/her duties, the President's roll will pass to the Vice-President, who shall become the Acting President. Upon assuming that role, the Acting President shall call a Special Meeting of the Board which will determine if the Acting President should remain as Acting President (in a situation where the President's incapacity may be temporary) or if the position of President should be filled for the remainder of the term by the Vice President or by other member of the Board.

Section 4            Secretary

The Secretary shall identify those present at Board meetings, record all votes taken and author a brief summary of issues. The Secretary will submit these meeting minutes at the next meeting for discussion, Board approval and to be filed as a permanent record. In the event the Secretary is absent or other circumstances prevent this, minutes may be taken by any Board member present designated by the President and will be distributed to Board members as expeditiously as practicable.

Section 5            Treasurer

The Treasurer will monitor all revenues and expenses of NAMI Omaha, 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 and expenses for the Board and shall present the books for audit and at such times as may be required by the State of Nebraska or Federal Government.

**Article 8—Indemnification**

Each person who is or was a Board member, employee, agent or volunteer of NAMI Omaha, or who is or was serving at the request of the NAMI Omaha Board as a director, officer, employee, trustee, or agent of another corporation, partnership, joint venture, trust, or other enterprise shall be indemnified by NAMI Omaha in the manner and to the full extent that NAMI Omaha has the lawful power to indemnify such person. However, such indemnification shall not be provided to any person who intentionally engages in an illegal activity or; who serves as an outside Director or Officer of any other organization or corporation for services in that organization unless a formal request for indemnification is filed with and approved by the Board upon a finding that the outside position serves an essential purpose of NAMI Omaha.

**Article 9—Revisions or Amendments of Bylaws**

Revisions of, or amendment(s) to, the Bylaws may be proposed by any member. Any such proposal shall be submitted in writing to the Board at least ninety (90) days prior to the annual election meeting for Board of Directors (the October Affiliate member meeting). The Board shall ensure each such submission is provided to each member (including a copy of any proposed revisions or amendments to the bylaws) not less than thirty (30) days prior to the annual election meeting. Proposed bylaw revisions and amendments will be voted upon by members physically present at the annual election meeting. A majority of the members shall be required to revise or amend the bylaws, provided a quorum is present, (see Article 3, Section 3).

**Article 10—Dissolution**

In the event NAMI Omaha should be dissolved, any assets remaining following the payment of debts and the satisfaction of liabilities shall be by the Board subject to all State and Federal Statutes and the Articles of Incorporation on NAMI Omaha.

**Article 11—Parliamentary Procedures**

The rules contained in the most recent edition of Roberts Rules of Order, shall govern the organization in all cases to which they are applicable and not inconsistent with these by-laws.

**Article 12—Independence**

NAMI Omaha 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.

**Article 13—Non-Discrimination**

NAMI Omaha 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, mental or physical disability, or lived experience.