

**NAMI MAINE**

**Amended and Restated By-Laws**  
**(November 2012- Revised August 28, 2017)**

**ARTICLE I**

**Section 1. Name**

The name of this organization shall be NAMI Maine, Incorporated.

**ARTICLE II**

**Section 1. Purpose**

The purpose of this corporation shall be as follows:

- To offer compassion and provide social /emotional support for all persons affected by mental illness, understood as a biopsychosocial condition.
- To advocate for improved quality of services for all persons affected by mental illness
- To educate, inform, and provide resources for and about mental illness
- To raise public awareness and promote understanding of mental illness
- To promote the importance of peer support for all persons affected by mental illness
- To train volunteers and professionals
- To foster a statewide network of affiliates and support groups

In the furtherance of this purpose, the corporation may advocate for, conduct, supervise and promote educational, charitable, service and support programs; acquire, rent or lease property; solicit funds from interested persons, groups, foundations and government agencies; and engage in such other activities consistent with its mission.

The corporation primarily performs functions of a statewide nature or of benefit to the state as a whole.

## ARTICLE III

### **Membership**

**Section 1.** A member in good standing shall be defined as any individual, or a household of individuals agreeing with the mission and purpose of the corporation, and having paid the dues (non-refundable). Payment of such dues includes membership in NAMI, NAMI Maine, and a respective NAMI Affiliate.

**Section 2.** Each member in good standing, whether an individual or a household of individuals, shall have the right to one (1) vote at all general membership meetings. Members may vote by absentee ballot.

## ARTICLE IV

### **Affiliates**

**Section 1.** All Affiliates shall include in their name NAMI.

**Section 2.** An Affiliate shall be a group of five or more members which has been granted status as an Affiliate of the corporation by the Board of Directors, and by NAMI.

**Section 3.** Affiliates may be incorporated in the state of Maine as private non-profit organizations, or may be unincorporated, as a Program Affiliate.

**Section 4.** All Affiliates of the corporation within the State of Maine shall also be affiliate members of NAMI.

**Section 5.** In accordance with the re-affiliation process required by the national office of NAMI, all affiliates shall abide by their own bylaws if incorporated, and/or their governing documents, as well as those of NAMI-Maine and NAMI.

## ARTICLE V

### **Membership Meetings**

**Section 1. Annual membership Meeting** - The Annual Membership Meeting of the corporation shall be held, at such time and place as the Board shall determine, and with reasonable notification, not to be less than 30 days in advance of the meeting.

**Section 2. Other Regular Membership Meetings.** In addition to the Annual Membership Meeting, meetings may be held at the discretion of the Board of Directors, at such time and place as the Board shall determine.

**Section 3. Special Meetings.** Special meetings of the membership may be called by the President in concurrence with the majority of the Board of Directors or by a majority of the Board with seven days notices and limited to a specific agenda.

**Section 4. Quorum** – For the purpose of conducting the business of the corporation, a quorum at all meetings shall be a simple majority of the Board of Directors.

## ARTICLE VI

### **Officers**

**Section 1. General** – The corporation shall have a President, a Vice President, a Secretary, a Treasurer and a Past-President. Officers shall be elected from current Board members. Officers shall serve one two-year term, except the Vice President shall serve one one-year term, and on the expiration of the President’s term the President will serve one one-year term as Past President.. When officer terms expire, the Board

Governance Committee shall nominate a slate of officers and present that slate to the full Board for approval prior to the annual meeting. The slate shall be voted on by the membership at the annual meeting.

**Section 2. President** - The President shall be the principle elected officer of the corporation, and shall preside over all meetings. The president shall have authority over the affairs of the corporation, subject to the direction of the Board of Directors.

The President shall appoint the Chairpersons of all committees, except as may be specified elsewhere in these by-laws.

The President, or his/her designee, shall be authorized to sign all checks and drafts, and all written contracts and obligations of the corporation.

The President shall perform such other duties and have such other powers as are commonly incident to the office.

**Section 3. Vice President** – The Vice President shall assist the President and shall assume the duties of the President in the president’s absence and shall perform such other duties as are commonly incident to the Office of Vice President. The Vice President shall be the President Elect.

**Section 4. Secretary** – The Secretary shall assume oversight responsibility for all correspondence relating to the governance of the corporation, for ensuring that there be a written record of all Board and Membership Meetings, and for ensuring that notice be given of such meetings.

**Section 5. Treasurer** – The Treasurer shall assume oversight responsibility for the following: keeping of accounts of the corporation, depositing funds and securities of the corporation in such depositories or with such custodians as the Board of Directors shall determine, and for depositing or collecting all notes, checks and other instruments payable to the organization.

The Treasurer may be responsible for the disbursement of funds and signing of all checks and drafts of the corporation.

The Treasurer shall render regular Financial Reports to the Board of Directors and an Annual Financial Report to the Membership.

The Treasurer shall chair the Finance Committee and shall assume those duties commonly incident to that position.

**Section 6. Fidelity Bonds.** The President and Treasurer shall be bonded for the faithful performance of their respective duties in such amounts, and by such surety, as the Board of Directors may require.

## ARTICLE VII

### **Board of Directors**

**Section 1. Jurisdiction** – The affairs of the corporation shall be conducted by the Board of Directors. The Board of Directors shall have the power to govern and administer the affairs of the corporation in a way which is consistent with the mission, core-values, and by-laws.

**Section 2. Composition** – The composition of the Board of Directors shall reflect the demographics and diversity of the state of Maine, with an emphasis on those who have particular interests in people and systems related to mental health and mental illness. The Board shall strive for a balanced membership, comprised of people with mental illness, family members of people with mental illness, and professionals with special skills to support the NAMI mission. The Board shall also strive for a balance amongst the three regions of the state. At all times the Board shall contain at least two members who are active in a local NAMI affiliate. The Board Governance Committee shall make all attempts to insure that the Board membership contains legal, program, and fiscal expertise and shall utilize this section when recommending a membership slate.

**Section 3. Size** – The Board of Directors shall be comprised of no more than 20 individuals.

**Section 4. Election of Directors** – The Board of Directors and officers shall be elected by the membership at the Annual Membership Meeting, following presentation of a slate of nominations by the Board. The slate will be developed by the Board Development Committee and presented to the Board for approval, and shall be distributed to the membership at least 30 days before the Annual Meeting.

Thirty days before distribution of the slate, nominations from the membership shall be solicited, and those nominations shall be considered by the Board Governance Committee along with all other candidates as a slate is developed.

Vacancies shall be filled by majority vote of the Board of Directors upon recommendation by the Board Governance Committee. The membership shall be notified when a vacancy is filled, and the position shall be included in the slate of nominations presented to the membership for election at the next annual meeting.

All votes on nominations by the Board will be held in person following a discussion period which allows all members to review the nominee's qualifications, the current composition of the board in terms of bylaw requirements, and the needs of the organization. For the purposes of this article, in person shall be defined as physical presence or telephone presence.

**Section 5. Terms of Office** – Terms of Directors shall be three years and shall commence upon election at the Annual Meeting, or as vacancies may be filled as specified elsewhere in these by-laws. Terms will be staggered to ensure that no more than half expire in any given year. A director may serve no more than two consecutive terms. After a period of one year a director may be elected for another two terms.

**Section 6. Participation by Board members** — Since active participation in Board meetings is essential for effective Board membership, repeated absences from Board meetings and retreats will be addressed by the

Chair of the Board Governance Committee and/or the President, and if continued may lead to removal for cause from the Board.

**Section 7. Removal** – Any member of the Board of Directors may be removed from office for cause, by a majority vote of the Board of Directors.

## **ARTICLE VIII**

### **Board of Director Meetings**

**Section 1. Annual and Regular Meetings** - The Board of Directors shall hold an Annual Membership Meeting and meet at least quarterly as a Board of Directors, the times and places thereof to be determined by the Board of Directors.

**Section 2. Special Meetings** – Special meetings of the Board of Directors may be called by the President or by any three (3) members of the Board of Directors.

**Section 3. Rules** – All membership and Board meetings shall be conducted according to Robert’s Rules of Order.

**Section 4. Notices** – Notices of all meetings will be reasonable and timely.

**Section 5. Quorum** – A simple majority of the Board of Directors shall constitute a quorum at any Board meeting; and a simple majority of those present shall have the authority to act in all matters of governance, unless otherwise specified within these by-laws.

**Section 6. Voting** – Decisions will be made by simple majority vote of those present. Each member of the Board of Directors shall be entitled to one (1) vote.

**Section 7. Duties** – In addition to the responsibilities vested in them by these bylaws, the Board of Directors shall be vested by the membership with the governance of the corporation, in a manner consistent with the corporate purposes as stated in the Articles of Incorporation.

**Section 8. Confidentiality** – Whenever the Board of Directors deems it necessary or appropriate in its sole discretion to protect the confidentiality of the Board’s deliberations, the Board may restrict attendance at its meetings to Directors, officers, and such advisors as the Board may specifically invite. The Board may conduct deliberations in executive session as it deems necessary or appropriate to protect the confidentiality of its deliberations regarding any matters of a sensitive nature.

## **ARTICLE IX**

### **Committees**

**Section 1. Standing Board Committees** – There shall be the following Standing Board Committees: Executive, Board Governance, Board Development, Finance, and others as the Board of Directors may

determine. These committees shall be chaired by a member(s) of the Board of Directors. The President of the corporation shall serve in an ex-officio capacity on all standing Board Committees. Membership of all Standing Board Committees shall be limited to Directors of the Board.

The Standing Board Committees shall perform the following functions:

**Executive Committee**

**Composition:** The principal officers of the organization and one at-large Board member.

**Responsibilities:** The Executive Committee shall have the authority to act on behalf of the Board of Directors when such actions are required between Board Meetings, and shall report back to the Board when such actions are taken. The Executive Committee will also be responsible for personnel issues and for all other matters which do not fall to any other specified committee particularly agency programs and services. The Executive Committee will meet on the months the full Board does not meet.

**Board Governance Committee**

**Responsibilities:**

- Assess the needs of the organization and of the Board of Directors
- Recommend a slate of directors and officers
- Make recommendations regarding vacancies
- Ensure that there be a broad geographic representation on the Board of Directors
- Evaluate and strengthen the Board's performance of its legally required duties.

**Board Development Committee**

**Responsibilities:**

- Develop the resources and connections necessary to support individual and corporate fundraising
- Provide support and technical assistance to individuals looking to host fundraising events
- Guide an annual appeal and other structured fundraising events.

**Finance Committee**

Chairperson: Treasurer

**Responsibilities:**

- Develop annual budget for Board approval
- Review/revise annual budget as needed
- Ensure sound fiscal policies are developed and implemented
- Inform Board on fiscal matters on a regular basis

**Section 2. Ad Hoc Committees.** Special committees shall be established and charged as needed. Ad Hoc Committees must be chaired by a member of the Board, but may include members who are not members of the Board.

**ARTICLE X**

**Fiscal Policies**

**Section 1. Fiscal Year** – The fiscal year shall be from July to June 30.

**Section 2. Dues** –The annual dues amount is established by NAMI. A lesser dues rate, known as the Open Door rate, shall be available to those whose economic circumstances require it. All members shall have the same rights and privileges

**Section 3. Accounts** – The books and accounts of NAMI Maine shall be kept in accordance with generally accepted accounting principles and practices. The books and accounts of NAMI Maine shall be audited annually by an independent auditor and this audit shall be completed within a reasonable time following the end of the fiscal year.

**Section 4. Liabilities and Contracts** – No Officers, Members of the Board of Directors, members of employees shall incur any pecuniary liabilities or enter into any contracts on behalf of the corporation without the express authority of the Board of Directors. All contracts and promissory notes and other obligations of the corporation, other than checks and drafts, shall be signed by the president and/or his or her designee.

**Section 5. Checks** – All checks and drafts on the corporation accounts shall be signed by the president and/or his or her designee.

## **ARTICLE XI**

### **Executive Director**

**Section 1.** An Executive Director will be employed by the Board of Directors and shall be charged with developing and implementing policies and operational procedures and managing the day-to-day affairs of the corporation.

## **ARTICLE XII**

### **Use of NAMI Name and Logo**

**Section 1.** NAMI Maine acknowledges that NAMI controls the use of the name, acronym and logo of NAMI and NAMI Maine, and that the use of the logo and name shall be in accordance with NAMI policy. Upon termination of affiliation with or charter by NAMI, the uses of these names, acronyms and logo by NAMI Maine shall cease.

## **ARTICLE XIII**

### **Non-Discrimination**

**Section 1.** NAMI Maine and its Affiliates shall not discriminate against any person or group of persons on the basis of race, creed, gender, religion, age, disability, or sexual orientation in hiring practices and in requirements for membership, policies, or actions.

## ARTICLE XIV

### Dispute Resolution

#### **Section 1.** Procedure for Dispute Resolution Between Affiliates/Proposed Affiliates.

The Board shall mediate resolution of any dispute between affiliates/proposed Affiliates which cannot be successfully resolved by the principals. The President shall receive written notice from the Board of Directors of the Affiliate(s)/proposed Affiliate(s) which are party to the dispute, notifying him/her of the existence of the dispute and the names of persons authorized to act on behalf of the disputants. The President shall investigate the dispute and work with the parties to mediate a resolution.

In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the President of written notice of the existence of the dispute, the dispute together with the names of persons authorized to act on behalf of the Affiliate/proposed Affiliate, shall be referred to the NAMI Board for final and binding resolution by the NAMI Board.

#### **Section 2.** Procedure for Dispute Resolution Between NAMI Maine and Affiliates/Proposed Affiliates

The Board shall mediate resolution of any dispute which cannot be successfully resolved between NAMI Maine and its Affiliates/proposed Affiliates. The President shall receive written notice from the Board of Directors of the Affiliate(s)/proposed affiliate(s) which are party to the dispute, notifying him/her of the existence of the dispute and the names of persons authorized to act on behalf of the disputants. The President shall investigate the dispute and work with the parties to mediate a resolution.

In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the President of written notice of the existence of the dispute, the dispute, together with the names of persons authorized to act on behalf of the Affiliate/proposed affiliate, shall be referred to the NAMI Board for final and binding resolution by the NAMI Board.

## ARTICLE XV

Indemnification of Directors, Officers, Employees, and Agents **Section 1. Indemnification. Authority to Indemnify** – NAMI Maine shall to the extent legally permissible indemnify each of its Directors, officers, employees, or agents (and the heirs, executors, and administrators of such Director, Officer, employee, or agent) and any of NAMI Maine's Affiliates and Program Affiliates against all expenses or liabilities reasonably incurred in connection with or arising out of any action or threatened action, suit, or proceeding, whether civil, criminal, administrative or investigative, in which said Director, officer, employee, or agent may be involved by reason of being or having been a Director, officer, employee or agent of NAMI Maine, or of any Affiliate or Program Affiliate or of serving or having served at the request of NAMI Maine as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise.

**Section 2. Scope of Indemnification** – The expenses and liabilities for which a Director, officer, employee, or agent may be indemnified shall include, but shall not be limited to, judgments, fines, court costs, and attorneys' fees, and the cost of reasonable settlements, provided that no such indemnification shall be made in relation to matters as to which such Director, officer, employee, or agent, shall be finally adjudged in any such



action, suit, or proceeding not to have acted in good faith in the reasonable belief that the action complained of was in the best interests of NAMI Maine or, with respect to any criminal action or proceeding shall be finally adjudged to have had reasonable cause to believe that said conduct was unlawful. In the event that a settlement or compromise of such action, suit, or proceeding is effected, indemnification may be had, but only if the Board of Directors shall have been furnished with an opinion of counsel for NAMI Maine to the effect that such settlement or compromise is in the best interest of NAMI Maine and that such Director, officer, employee, or agent appears to have acted in good faith in the reasonable belief that said action was in the best interests of NAMI Maine, and if the Board of Directors shall have adopted a resolution approving such settlement or compromise.

The right of indemnification set forth herein extends to the directors, officers, employees or agents of any Affiliates or Program Affiliates, and to any person who serves or served at the request of NAMI Maine as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**Section 3. Insurance** - NAMI Maine shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of NAMI Maine, any affiliate or Program Affiliate, or who is or was serving at the request of NAMI Maine as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person in such capacity, whether or not NAMI Maine would have the power to indemnify such person against such liability under the applicable provisions of these Bylaws.

## **ARTICLE XVI**

### **Dissolution**

**Section 1.** In the event of the dissolution of the corporation, all of its assets and property remaining after payment of its debts and obligations and the expenses of such dissolution shall be distributed only to such organization or organizations which share common goals and which qualify as 501©(3) corporations in the State of Maine.

## **ARTICLE XVII**

### **Revision or Amendment of By-Laws**

**Section 1.** These By-Laws may be amended or revised at any regular meeting of the Board of Directors by a 2/3 majority vote of Directors present, provided that the amendment(s) or revision(s) has been submitted in writing to the Board of Directors no less than 21 days prior to such meeting and the membership has been notified.