

**REVISION OF THE
BYLAWS OF
NAMI AUSTIN
A NON-PROFIT CORPORATION ORGANIZED
UNDER THE LAWS OF TEXAS**

ARTICLE I. ORGANIZATION

Section 1. Name

The name of the corporation is NAMI Austin.

Section 2. Location

The principal office of NAMI Austin shall be located in the City of Austin, County of Travis.

Section 3. Registered Office and Registered Agent

NAMI Austin shall have and continuously maintain in the City of Austin a registered office, and a registered agent whose office is identical with such registered office of the Corporation in the City of Austin, and the registered office may be changed from time to time by the Board of Directors.

Section 4. Mission

The mission of NAMI Austin is to improve the lives of all persons affected by serious mental illness by providing support, education and advocacy through a grassroots network. NAMI Austin is dedicated to supporting the inclusion of individuals with mental illness throughout the organization. NAMI Austin will provide guidance, coordination and resources to promote communication and education in Central Texas by:

- Combating stigma through education and raising public awareness that mental illnesses affect everyone and treatment works;
- Joining all partners of the mental health system toward the common goal of a comprehensive recovery-based model that meets the needs of all persons with serious mental illnesses in the community;
- Empowering interested community stakeholders to become informed participants at the national, state, county and local level through education in order to understand the comprehensive community mental health system and the needs of decision makers for knowledge that will allow for decisions to be made that will result in successful political and financial outcomes.

Section 5. Vision

The Vision of NAMI Austin is to ensure acceptance of and treatment for all those with mental illness and to facilitate their recovery through support, education and advocacy.

ARTICLE II. MEMBERSHIP

Section 1. Member

A member is any person who endorses the mission of NAMI Austin and pays dues in the amount and manner established by the Board of Directors. A member as defined above and used henceforth shall always mean a member in good standing with this affiliate of NAMI Texas and NAMI. A membership may be one individual or a family of individuals living in one household that is counted as one membership for the purpose of paying dues and voting.

Consumers may become members through an “Open Door” policy that allows for a reduced dues payment. “Open Door” members are defined by income or economic necessity, at the discretion of the Board. “Open Door” members shall have all the rights and privileges of members who pay full dues.

Section 2. Supporters

NAMI Austin may recognize for their contributions any individuals, associations, and corporations that support the mission of NAMI.

Section 3. Membership Dues

The Board of Directors of NAMI Austin shall determine the membership dues. Special dues categories may be established for sponsors, patrons or other donors.

ARTICLE III. MEMBERSHIP MEETINGS

Section 1. Annual Meetings

Annual meetings of NAMI Austin membership shall be held during November of each year; the time and place to be determined by the Board of Directors.

Section 2. Membership Meetings

At least four regular membership meetings will be held each year. Other regular meetings may be scheduled based on membership needs.

Section 3. Special Meetings

Special meetings may be called by the President, at least one half of the Board of Directors, or upon written request signed by at least 25% of the voting members. No business may be transacted at special meetings except as stated in the notice of the meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Composition

Affairs of NAMI Austin shall be governed by an elected Board of Directors composed of at least 9 persons to be elected by the membership at the annual meeting.

Section 2. Qualifications

All nominees for the Board of Directors shall be NAMI Austin members in good standing and be willing to serve/fulfill their duties and elected term(s).

Section 3. Governing Powers

The Board of Directors' highest duty is to preserve and perpetuate NAMI Austin. The Board 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 Austin. 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. The Board of Directors has the authority to hire or dismiss an Executive Director, and is responsible to oversee, monitor and evaluate the Executive Director.

Section 4. Election and Terms of Office

At each annual meeting, one-half of the board members shall be elected to a term of two years. Each board member shall serve until his/her successor has been duly elected by the membership.

Section 5. Nominating Procedure

Nominations for new board members shall be sent to the membership in writing at least 30 days in advance of the annual meeting. Nominations from the floor at the annual meeting shall not be accepted.

Section 6. Quorum

A majority of members of the Board of Directors present shall constitute a quorum.

Section 7. Regular Meetings

The Board of Directors shall meet at least twice a year at such time and place as the board selects. One of these meetings shall be the annual meeting. Notice shall be given to each director not less than 14 days prior to each meeting.

Section 8. Special Meeting

Special meetings may be called by the President or at least four board members with not less than five (5) days notice. The time, place, and purpose of the meeting shall be stated in the notice.

Section 9. Removal of a Director

Any director who has two (2) absences from scheduled Board of Directors meetings within a twelve (12) month period and who has not notified and been excused by the President twenty-four (24) hours prior to the meeting may be removed from office.

Whenever in its judgment the best interests of NAMI Austin 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. OFFICERS

Section 1. Designation

The officers of NAMI Austin shall be President, First Vice President, Second Vice President, Third Vice President, Treasurer, Secretary, Governmental Affairs/Legislative Chairperson and Board Members-at-Large.

Section 2. Election of Officers

The officers shall be elected by a majority vote of the members in attendance at the annual meeting. All officers shall hold office for two (2) years from their election until their successors are elected and qualified.

Section 3. Duties of Officers

- a) **President.** The President shall have the authority for the general supervision of the affairs of NAMI Austin under the direction of the Board of Directors. The President shall appoint all standing committees and shall be an ex-officio member of all committees except the Nominating Committee and the Audit Committee. The President is authorized to appoint a parliamentarian. The President shall preside at all meetings of NAMI Austin membership and the NAMI Austin Board of Directors.

- b) **First Vice President.** The First 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 First Vice President shall aid the President in the performance of such duties as may be assigned by the President. The first Vice President shall chair the Program Committee.
- c) **Second Vice President.** Shall chair the Fundraising Committee.
- d) **Third Vice President.** Shall chair the Membership Committee.
- e) **Treasurer.** The treasurer shall have custody of NAMI Austin funds and securities and shall keep full and accurate account of all receipts and disbursements in books belonging to the corporation. She/he shall deposit all monies and other valuable effects in the name of and to the credit of NAMI Austin in depositories as designated by the Board of Directors. She/he shall disburse the funds of NAMI Austin as ordered by the Board of Directors making proper vouchers for such disbursements, and shall render an account of all transactions as treasurer and of the financial conditions of the corporation whenever called upon to do so. The Treasurer shall keep records of payment of membership dues up to date, and mail NAMI Texas and NAMI portions of NAMI Austin membership dues at intervals as required by these organizations.
- f) **Secretary.** The secretary shall take minutes of all meetings of Board of Directors and the annual meeting of members. She/he shall send out notices of meetings and otherwise perform the duties and functions customarily performed by the secretary of a corporation and other duties as assigned by the Board of Directors.
- g) **Governmental Affairs/Legislative Chairperson.** Shall chair a committee which represents NAMI positions on bills, regulations and policies affecting persons with mental illness.
- h) **Members-at-Large.** The Members-at-Large may serve as chairpersons of standing committees of the Board of Directors and/or assistants to one or more of the Vice Presidents, depending upon the needs of the Corporation.

ARTICLE VI. COMMITTEES

Section 1. Standing and Special Committees

The Board of Directors shall provide for the creation of an Audit Committee, a Nominating Committee and other suitable standing committees and special Ad Hoc committees as needed. The President shall make all appointments to such committees subject to the approval of the Board of Directors. Procedures for all committees will be developed by the Board of Directors.

Section 2. Executive Committee

The executive committee shall consist of the President, First Vice President, Second Vice President, Third Vice President, Treasurer and Secretary. The function of the executive committee shall be to carry on the business of NAMI Austin between meetings of the Board of Directors. All actions of the executive committee shall be reported promptly to the board at the next meeting for ratification.

Section 3. Nominating Committee

A nominating committee of five shall be appointed by the President at least six (6) months prior to each annual meeting. The committee shall present a slate of officers and directors for election at the annual meeting.

Section 4. Governmental Affairs or Legislation Committee

This committee shall be responsible for promoting and conducting state legislative efforts and the efforts of committees concerned with rules, regulations, and policies affecting persons with mental illnesses.

Section 5. Program Committee

This committee shall be chaired by the First Vice President and shall be responsible for planning, scheduling and introducing speakers/ films/panels for monthly membership meetings.

Section 6. Publicity/Outreach Committee

This committee shall be responsible for developing and conducting educational activities for mental health professionals and the general public.

Section 7. Membership Committee

This committee shall be chaired by the Third Vice President and shall be responsible for conducting annual membership drives, maintaining updated membership records, and membership retention.

Section 8. Education Committee

This committee shall be responsible for planning educational classes, by recruiting and training teachers, ordering materials, and reporting results to NAMI Texas.

Section 9. Fundraising Committee

This committee shall be chaired by the Second Vice President and take responsibility for planning and implementing fundraising events, as well as writing grants to provide financial support for NAMI Austin.

Section 10. Volunteer Recruitment and Coordination Committee

This committee shall work to identify volunteer opportunities in the community and schedule volunteer workers to plan and staff exhibits regularly.

Section 11. Audit Committee

The President shall appoint an Audit Committee of three (3) NAMI Austin members, at least one of whom shall be a director. The committee is responsible for the naming of an independent CPA (Certified Public Accountant) auditor who will audit the corporation books and prepare the report for presentation to the Audit Committee, then to the Board of Directors. The audit should be completed within 120 days following the fiscal year end.

Section 12. Tenure

All committee members serve from annual meeting to annual meeting; however, the chairpersons may request continuation of committee membership from year to year. The request for continuation shall be considered by the President.

ARTICLE VII. CONTRACTS, CHECK, DEPOSITS AND FUNDS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent, or agents of NAMI Austin, in addition to the officers so authorized by these codes or regulations, to enter into any contract or execute and deliver any instrument in the name of and on behalf NAMI Austin and such authority may be general or confined to specific instances.

Section 2. Checks

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officers, agent or agents of NAMI Austin, and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President of NAMI Austin.

Section 3. Deposits

All funds of the NAMI Austin shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of NAMI Austin any contribution, gift, bequest, or device for the general purpose or for any special purpose of NAMI Austin. Any contribution, gift, bequest, or donation shall be placed in NAMI Austin general funds, unless otherwise stipulated, and shall be dispersed by NAMI Austin through normal budget authorizations.

ARTICLE VIII. BOOKS AND RECORDS

NAMI Austin shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX. FISCAL YEAR

Section 1. Dues

Dues shall be set at the annual meeting of the Board of Directors.

Section 2. Fiscal Year

The fiscal year of NAMI Austin shall begin the first day of January and end on the last day of December of each year.

ARTICLE X. EXECUTIVE DIRECTOR

An executive director may be employed by the Board of Directors and shall have general direction of and supervision over the day-to-day affairs of NAMI Austin. The executive director shall exercise such authority and perform such duties as the President speaking for the Board of Directors may from time to time assign to the executive director.

ARTICLE XI. NONDISCRIMINATION

Membership of NAMI Austin or its Board of Directors shall neither be rendered nor denied on the basis of race, color, ethnicity, religion, sex or disability.

ARTICLE XII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation, 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 XIII. ORDER OF BUSINESS

Section 1. Unless this regulation is suspended by a majority vote of those present at any meeting, the order of business shall be as follows: Reading or approval of the minutes of the last preceding meeting, receiving reports and statements of committees, unfinished business, election of directors, if necessary, new or miscellaneous business.

Section 2. Roberts Rules of Order, newly revised, shall prevail at all meetings to the extent that they are not in conflict with the Articles of Incorporation or these Bylaws.

ARTICLE XIV. AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the members of the Corporation at any regular or special meeting called for that purpose, provided written notice is sent to members at least 30 days in advance of the meeting.

ARTICLE XV. AMENDMENTS TO THE ARTICLES OF INCORPORATION

A Charter amendment may be adopted by a majority vote of the Board of Directors and voted on by the membership. Its format should be as in Amendment Article VII to the NAMI Austin Charter Number 726812. It must be signed by the President and the Secretary, notarized, and submitted to the office of the Secretary of State for filing.

ARTICLE XVI

Whenever not otherwise provided in the Bylaws, the internal affairs of the corporation shall be governed by the procedures established in the General Not-For-Profit Corporation laws of the State of Texas.

These are current Bylaws approved by a two-thirds vote of the members eligible to vote at a meeting of the NAMI Austin membership held on June 23, 2008.

Lisa Moore, Secretary

Catherine Weaver, President

Amended March 1999.

Revised on June 23, 2008.