



National Alliance on Mental Illness

NAMI | Vermont

You're Invited!
2011 NAMI Vermont
Annual Meeting & Volunteer Event

Saturday November 5, 2011
1:00 - 5:15 pm

Christ Church
64 State Street, Montpelier VT

Don't forget your wallets! There will be a raffle beginning at 1:00 pm with the drawing at 4:00.
Buy your tickets and put them in the jar for the prize you want to win!
This is a great opportunity to have fun while supporting NAMI Vermont!

All NAMI Vermont members & volunteers are encouraged to attend this important event. The event is free and open to the public but only members are allowed to vote. Registration is not required but in order **to help us plan accordingly we do ask that you RSVP.**

To RSVP Contact Linda at:

phone: (800) 639-6480 followed by the # key
e-mail: landerson@namivt.org

AGENDA:

1:00 pm: Volunteer Orientation & Raffle Begins

All current, new and prospective volunteers are encouraged to attend. Come meet our new Interim Director—Wendy Beininger. We will give you an overview of all of our programs, discuss new practices being implemented, and help you explore all of the opportunities to get involved. We will also have special guest Lynn Borton, NAMI's Chief Operating Officer, join us to discuss NAMI policies regarding programs. This will be a great opportunity to ask questions and network with other volunteers.

2:00 pm: Annual Meeting Begins

2:00 pm: Welcome & Introduction

- Ellen Vaut, NAMI Vermont Board President
- Wendy Beininger, NAMI Vermont Interim Director

2:10 pm: Where We're Going: NAMI Standards and Chartering—what this means for NAMI Vermont with time for questions

- Lynn Borton, NAMI Chief Operating Officer

2:55 pm: Bylaws: Presentation of proposed changes with time for questions

- Wendy Beininger, NAMI Vermont Interim Director
- Judy Rosenstreich, NAMI Vermont Governance Committee Chair

3:25 pm: Election of New Board Members: short introduction of each candidate

- Ellen Vaut, NAMI Vermont Board President

3:35 pm: Ballot vote on bylaws changes & slate of candidates

3:40 pm: Break: Join us for light refreshments and time to network

3:55 pm: DMH & VSH After the Flood: An update

- Guest Speaker (TBD)

4:25 pm: Volunteer Recognition Reception & Raffle Drawings

Please join us for cake and celebrate with us what we've accomplished. Help us express our deepest gratitude to the amazing volunteers who help keep our organization going.

5:15 pm: Board Meeting to Elect Officers

All board members are asked to meet briefly following the Annual meeting to elect officers to serve through November 2012.

THERE WILL BE A NUMBER OF GREAT ITEMS TO TAKE A CHANCE ON WINNING!
Including a KINDLE!

**Current NAMI Vermont
Board Members**

Ellen Vaut, So. Burlington
President

1st term ends November 2012

Judy Rosenstreich, Burlington
1st Vice President

1st term ends November 2013

Tommie Murray, Winooski
2nd Vice President

1st term ends November 2013

Gail Kaiser, Stowe
Treasurer

3rd term ends November 2013

Connie Stabler, So. Burlington
Secretary

1st term ends November 2011

Eileen Curtis, Charlotte

1st term ends November 2012

Cathy Rickerby, Middlebury

2nd term ends November 2013

Tom Simpatico, MD, So. Burlington

1st term ends November 2013

Karen Kelley, Burlington

1st term ends November 2013

Michelle Tavares, Bellows Falls

1st term ends November 2013

VACANT

term ends November 2013

VACANT

term ends November 2013

Emeritus:

Clare Munat, Londonderry

CANDIDATES

**Seeking election to NAMI Vermont Board of Directors
November 2011**

Christine Bilbrey

Barre

Seeking 1st term ending November 2014

Christine has a degree from Champlain College, and brings her experience working in the Vermont mental health system as a paralegal with the Department of Mental Health for many years. She has personal experience with mental illness and looks forward to bringing the knowledge that experience has given her to NAMI Vermont.

Dirk Nakazawa

Rutland

Seeking 1st term ending November 2014

Dirk is a graduate of Middlebury College, and has completed post-graduate courses at New York University School of Social Work. He has experience working with people with mental illness, including Spring Lake Ranch, in Cuttingsville, Vermont. Dirk is currently a NAMI Connection support group facilitator and state trainer, as well as a NAMI Provider Education and Family-to-Family teacher. He has life experience dealing with mental illness both as a family member and consumer.

Candace Neary

Belmont

Seeking 2nd term ending November 2014

Candace seeks to return to the NAMI Vermont Board after serving on it from 1989-1993. In addition to her prior Board experience, she is a family member and was part of the first Family-to-Family group in 1990, and is currently a Family-to-Family teacher and Provider Education teacher. She has a B.A., Master of Public Administration, and has studied at a doctoral level in Urban Affairs and Public Health. She also has significant education and work experience in the area of advocacy.

MEMORANDUM

To: NAMI Vermont Members

From: Judy Rosenstreich, Chair, Governance Committee
Wendy Beinner, Interim Director

Date: October 6, 2011

Re: NAMI Vermont Bylaws Revision-Summary

Bylaws spell out how an organization operates. They specify the organization's rules of internal operation such as the size, composition, and terms of the Board of Directors, the officer positions, and how meetings are conducted. They help to define the roles and responsibilities of Board and staff. As NAMI Vermont is part of a national organization, our relationship with NAMI National is also defined.

The needs of an organization change over time and it is important that the bylaws be kept up to date to reflect organizational development and change. Over the past year, the Governance Committee has revised the NAMI Vermont Bylaws to create a new governance model that shares leadership of the organization

between its professional staff and elected officers. The Board of Directors approved the proposed bylaws at its September meeting. Adoption of these new bylaws by the membership would represent a significant step toward strengthening NAMI Vermont so that we are better able to meet our mission of providing education, support, and advocacy in pursuit of mental health treatment for all.

Important changes to the bylaws are summarized below. Note that additional work on the Bylaws will be done in 2012 to bring NAMI Vermont into full compliance with NAMI National's chartering requirements.

Preamble

- Retains statement of purpose and eliminates list of 12 strategic goals.

Article I: Membership

- Eliminates distinction of voting and non-voting members.
- Welcomes professionals and organizations as members with voting privileges.
- Retains annual payment of dues as a voting requirement.
- Clarifies that NAMI National determines voting matters for Affiliates.
- Moves nondiscrimination from the last to the first article and modifies the language to mirror NAMI National's to promote inclusion of all.

Article II: NAMI Name and Logo

- Ensures language complies with NAMI National.

Article III Board of Directors

- Reduces the maximum number of Board members from twenty to eighteen.
- Adds a Consumer Council representative to the Board.
- Includes the President/CEO of NAMI Vermont as a full voting Board member.
- Replaces the language requiring that seventy-five percent (75%) of the Board be "family members, consumers, relatives, guardians or caregivers" with "individual[s] interested in furthering the mission, vision, and values of NAMI Vermont."
- Establishes that a principal duty of the Board of Directors is to clarify its role and responsibilities vis-à-vis the staff.
- Requires the Board of Directors to hold an Organizational Meeting at the conclusion of the Annual Meeting to elect Officers.
- Increases the required number of regular Board meetings from three (3) to four (4) per year.
- Clarifies that Board meetings are open to NAMI Vermont members.
- Continues to ensure members' role in voting to fill unexpired terms of Directors at the Annual Meeting.
- Modifies attendance requirement of Directors from automatic removal upon missing 3 consecutive meetings, to consideration of removal after 2 missed meetings without cause.
- Retains voluntary nature of the Board, allowing reimbursement for out-of-pocket expenses of Directors to be determined by the policies of the Organization.

Article IV: Board Committees

- Changes composition, but not the size, of the Executive Committee to consist of five (5) Officers: Chair, Vice Chair, Treasurer, Secretary, and president/CEO.
- Establishes three (3) committees in the Bylaws and their respective duties: Executive, Governance and Finance.
- Retains the Chair's appointment of all Standing committees but requires approval of the full Board instead of the Executive Committee, to ensure greater equity in committee appointments.
- Empowers the Chair to appoint ad hoc committees to perform specific tasks for limited duration.

Article V: Officers

- Creates a new organizational model to achieve working partnership between elected and professional leadership of the Organization.
- Adds a President/CEO as an Officer and eliminates the former position of Second Vice President, maintaining the current number of five (5) Officers.
- Eliminates the role of Chair (formerly "President") as the chief executive, designating a President/CEO who shall be the chief executive officer of the Corporation as defined in Article VI.

Article VI: President/CEO

- Establishes the position and role of President/CEO to provide organizational leadership, direct and supervise staff, and manage the day-to-day affairs of the Corporation.

Article VII: Annual Meetings

- Changes the time for holding the Annual Meeting from early November to any time during October or November.

Article VIII: Adoption, revision or Amendment of Bylaws

- Retains current provisions.

Article IX: Not for Profit Corporation Law

- Retains current provisions.

Article X: Parliamentary Authority

- Retains current provisions.

Article XI: Indemnification

- Adds language requiring NAMI Vermont to indemnify Directors, members, staff or agents of the corporation, as required by NAMI National.

Article XII: Affiliates

- Added as a space holder for future language.

Article XII: Dissolution

- Retains current provisions.

BYLAWS

National Alliance of Mental Illness of Vermont, Inc.

As Approved by the Board of Directors on 9/17/11 and Submitted to the Membership for Approval at its Annual Meeting

Preamble

The purpose of the National Alliance on Mental Illness of Vermont, Inc. (NAMI-VT) shall be to serve as an alliance of local family education, advocacy and support groups dedicated to effective treatment of and recovery from mental illness and to the improvement of the quality of life of those whose lives are affected.

ARTICLE I- MEMBERSHIP

Section 1 – Eligibility

Members shall include agencies, organizations, corporations, and individuals who desire to support the mission, vision, and values of NAMI-Vermont and who demonstrate that commitment by paying the annual dues.

Section 2 – Dues

The Board of Directors shall establish and periodically modify a schedule of dues, sensitive to members' and prospective members' varied financial means, to be required on an annual basis, unless otherwise specified, of each renewing or prospective member.

Section 3 – Voting Rights

Each member shall have one vote at the Annual Meeting or a special meeting of the membership. The method of voting shall be designed to provide members with equal access to the process of nominating and electing the Board of Directors, adoption and amendment of bylaws, and other internal matters of the Organization as may come before the meeting of the membership.

Voting by NAMI-Vermont and any of its Affiliates on NAMI-National matters shall be as prescribed by NAMI-National.

Section 4 – Nondiscrimination

NAMI-Vermont and its Affiliates promote inclusion of all persons or group of persons regardless of race, ethnicity, culture, language, national origin, geographic origin, age, disability, gender, sexual orientation, gender expression, education, religion, faith, socio-economic status or lived experience in membership, delivery, and application of their programs, services, policies, and actions.

ARTICLE II -NAMI NAME AND LOGO

NAMI-Vermont acknowledges that the National Alliance on Mental Illness (NAMI) controls the use of the name, acronym and logo of NAMI, its state organizations, and their affiliate members. The Vermont NAMI Organization shall use the name, acronym and logo in accordance with NAMI policy. Upon termination of affiliation with or charter by NAMI, the uses of these names, acronyms and logo by NAMI-Vermont and its affiliates shall cease.

ARTICLE III- BOARD OF DIRECTORS

Section 1 – Membership

The Board of Directors shall consist of no less than ten (10) members and no more than eighteen (18) members, one of whom shall represent the Consumer Council. The President/CEO of NAMI-Vermont shall be a full voting member of the Board, *ex officio*. At its discretion, the Board may elect one or more individuals to serve in a non-voting Director *Emeritus* capacity on the Board of Directors.

Section 2 - Qualifications

The Board of Directors shall be comprised of individuals interested in furthering the mission, vision, and values of NAMI-Vermont.

Section 3 – Duties

The Board of Directors shall:

- A. Establish the policies of the Corporation.
- B. Elect from among the Directors, the Officers of the Corporation.
- C. Appoint a qualified President/CEO.
- D. Adopt an annual budget.
- E. Assume legal authority and responsibility for the operation of the Corporation and oversee the management and fiscal affairs of the Corporation.
- F. Adopt programs commensurate with the mission, vision and values of the Corporation.
- G. Ensure periodic review of these bylaws at least every three (3) years.

Section 4 – Organization

At the conclusion of the Annual Meeting, the Board of Directors shall conduct an Organizational Meeting for the purpose of electing the Officers of the Corporation from among the Directors. These Officers shall hold office until the next Annual Meeting, or until successors have been elected by the Board.

Section 5 – Regular and Special Meetings

In addition to the Organizational Meeting, the Board of Directors shall hold at least four (4) regular meetings annually, the times and places to be designated by the Chair of the Board. All Board meetings are open to NAMI-Vermont members.

Special meetings of the Board of Directors may be called by the Chair of the Board or any three (3) members of the Board of Directors with at least fourteen (14) days notice served to each Director, including place, day, hour and purposes.

Section 6 – Terms of Office

- A. Directors shall be elected by a majority of Members voting.
- B. Director's terms begin upon their election at the Annual Meeting or their appointment to fill a vacancy. Directors newly elected to the board may serve a maximum of two (2) consecutive terms of three (3) years each. Past Directors seeking re-election to the board must remain off the board for at least one (1) year and, if re-elected, may serve a maximum of one (1) additional three-year term.

Section 7 - Vacancies

Should a vacancy occur during an unexpired term of a Director, the Board of Directors may appoint an individual to fill the vacancy until the next Annual Meeting, at which the members shall vote to fill the unexpired term. Notwithstanding the balloting notification requirements contained in these bylaws, should a vacancy occur too close in time to the Annual Meeting to meet those requirements, a vote at the Annual Meeting appointing a new Director shall be valid.

Section 8 - Attendance

Failure by a Director to attend two (2) consecutive meetings of the Board of Directors without excuse may serve as a basis for removal of that individual from the Board.

Section 9 – Leaves of Absence

The Board may grant a Leave of Absence for a Director for up to six (6) months upon recommendation from the Executive Committee. A Director on a leave of absence is not considered part of the Board when determining the quorum needed for board action.

Section 10 - Compensation

As volunteers, Directors are not compensated for their services. Upon request and to the extent resources permit, Directors may be reimbursed for out-of-pocket expenses incurred in performance of their duties. The policies of the Organization shall guide expense reimbursement decisions.

Section 11 – Conflict of Interest

Upon their election to the Board and annually thereafter, each Director must read, complete and sign a form disclosing all material Conflicts of Interest, if any, which may impact their role as Directors of NAMI -Vermont. Directors may not knowingly engage in any activities or transactions which may pose a material conflict with their duties as Directors and must recuse themselves on the record from any votes or other actions of the Board which may directly benefit their personal or business interests.

Section 12 - Quorum

A majority of the Board of Directors shall constitute a quorum at its meetings, and a majority of those present shall have power to act in all matters, except as specifically provided to the contrary elsewhere in these Bylaws and provided that no real estate of the Corporation shall be sold, leased, mortgaged, or otherwise disposed of, except by resolution approved by not less than a majority of the Board of Directors.

ARTICLE IV-BOARD COMMITTEES

Section 1- Executive Committee

There shall be an Executive Committee consisting of the five (5) Officers: Chair, Vice Chair, Treasurer, Secretary, and President/CEO. 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 reported to the Board by timely dissemination of the minutes in advance of the next Board meeting. The Executive Committee may meet in the absence of the President/CEO in order to conduct performance evaluations and other business necessitating an executive session. Decisions of the Executive Committee are subject to review by the Board at the following Board meeting.

Section 2 – Governance Committee

There shall be a Governance Committee with areas of responsibility to include:

- A. Review and recommend revisions to the Corporation's bylaws;
- B. Review and recommend revisions to the Corporation's policies;
- C. Serve the role of a nominating committee;
- D. Advance organizational development; and
- E. Support the President/CEO in fulfilling the governance function of the Corporation.

In carrying out the functions of a nominating committee, Governance shall follow these guidelines.

- Include at least one (1) Officer and a current Director in the process.
- Identify skills and diverse backgrounds for the Board of Directors.
- Seek recommendations from the membership through notice in the member newsletter.
- Prepare a written statement of qualifications for each nomination.
- Submit a recommended slate for the Board of Directors at least 45 days prior to the Annual Meeting.
- Provide the opportunity for members to self-nominate within established timeframe.
- Ensure Directors receive all nominations to be voted on at least thirty (30) days prior to Annual Meeting.

Section 3 - Finance Committee

There shall be a Finance Committee, which shall include the Treasurer. The Finance Committee shall support the President/CEO in prudently managing the Corporation's resources and assist the Board of Directors in ensuring the organization is in good fiscal health. Among its duties, the Finance Committee shall:

- A. Recommend an annual operating budget for the Corporation for adoption by the Board of Directors prior to the beginning of the fiscal year, which shall begin on the first day of July and conclude on the thirtieth day of June in the following calendar year;
- B. Receive and review periodic financial reports;
- C. Establish NAMI-Vermont accounts to maintain all funds of the Corporation;
- D. Oversee budget preparation and financial planning;
- E. Ensure that the Board of Directors employ an independent agent to audit the Corporation's books;
- F. Review the annual audit and management letter;
- G. Monitor compliance with federal, state and other requirements; and
- H. Supervise and report on the investment of the Corporation's endowment funds.

Section 4 – Creation and Appointment of Standing Committees

The Board shall determine the committee structure of the Corporation. The Board Chair shall recommend appointment of Directors to all standing committees, which appointment shall be final with the approval of the full Board. The Board Chair shall designate a Chair for each Committee. Members of NAMI-Vermont other than the Directors may serve on all standing and ad hoc committees. Members other than Directors may chair standing committees, but in all cases a Board liaison will be appointed. Work products and policy recommendations of all Board committees are subject to review and approval by the Board of Directors.

Section 5 - Ad Hoc Committees

An ad hoc committee is one of limited duration in order to perform a specific task for a given period of time. It may include individuals who are not Directors or members of the Organization. The Board Chair may appoint an ad hoc committee, giving it a written charge and timeframe for completion of the task.

ARTICLE V - OFFICERS

Section 1- Officers

Following the Annual Meeting, with the exception of the President/CEO, the Board shall elect the officers of the Corporation from among its members. The five Board Officers shall be a Chair, Vice Chair, Treasurer, Secretary and President/CEO.

Section 2 - Chair

The Chair shall preside at all the meetings of the Corporation, the Board of Directors, and the Executive Committee. The Chair shall exercise such authority and perform such duties as the Board of Directors may direct. The Chair, or by proxy the Vice Chair, shall be an ex-officio member of all Board Committees. The Chair works in partnership with the President/CEO.

Section 3 - Vice Chair

In the event of the absence of or incapability to act by the Chair, the Vice Chair shall possess all the powers and perform all the duties of the Chair.

Section 4 - Secretary

The Secretary shall identify those present, record all votes taken and provide a brief summary of issues discussed at Board meetings. The Secretary will submit meeting minutes to the Board for review. After review by the Executive Committee, the Secretary shall submit the minutes to the Board for its review. At the next meeting of the Board, the Board shall approve the minutes and they shall be filed as a permanent record. The Secretary shall perform such other duties as maybe assigned by the Chair.

Section 5 - Treasurer

A. The Treasurer shall monitor all revenues and expenses of the corporation, approve all payables and shall ensure maintenance of a complete and accurate account of all funds received and disbursed.

ARTICLE VI-PRESIDENT/CEO

The Board of Directors shall appoint and retain the services of a President/CEO who shall be the chief executive officer of the Corporation. The Board shall provide for the compensation, benefits and other employment conditions for the President/CEO, pursuant to such employment agreement, for a specified term or otherwise, as the Board may determine from time to time. The President/CEO shall provide organizational leadership and perform such duties as may be set forth in a job description or employment agreement adopted by the Board. The President/CEO shall have general direction of and supervision over the NAMI-Vermont staff and manage the day-to-day affairs of the Corporation.

ARTICLE VII- ANNUAL MEETINGS

Annual Meetings, open to all members, shall be held each year no earlier than October first (1st) and no later than November thirtieth (30th) at places and times to be determined by the Board of Directors for the purpose of elections and such other business as may be brought before the body.

The Board of Directors shall, through timely and diligent efforts provide notice of such meetings and the business to be addressed at such meetings to members in a timely manner but no fewer than thirty (30) calendar days prior to the meeting, counting the day of notification, but not the day of the meeting, as one of the thirty (30) days.

All current dues paying members shall be eligible to vote at the Annual Meeting.

ARTICLE VIII- ADOPTION, REVISION OR AMENDMENT OF BYLAWS

Section 1- Initial Adoption

These Bylaws shall be submitted to members at the Annual Meeting of NAMI-VT and shall become effective after being approved by a two-thirds (2/3) majority of the members present and voting.

Section 2 - Revision

Any Member may submit to the Chair or the Chair's designee a written proposal, including content, intent and proposed effective dates, to amend these bylaws not less than sixty (60) days prior to the date of the next Annual Meeting, or a special membership meeting to consider amendments to the bylaws. Proposed Bylaws amendments shall be reviewed and approved by the Board of Directors prior to being presented to the membership. All proposed Bylaws amendments shall be published electronically, available in writing upon request and summarized in the newsletter or other written or electronic notice to all Members of record not less than thirty (30) days prior to the Annual Meeting at which amendments will be considered. A two-thirds (2/3) vote of Members voting by ballot shall be required to revise or amend the Bylaws.

ARTICLE IX- NOT FOR PROFIT CORPORATION LAW

When not otherwise provided in these Bylaws, the internal affairs of NAMI-Vermont shall be governed by the Not-For-Profit Corporation Law and other laws of the State of Vermont.

ARTICLE X - PARLIAMENTARY AUTHORITY

A current edition of Robert's Rules of Order shall govern the conduct of business in all applicable cases that are not in conflict with these Bylaws.

ARTICLE XI Indemnification of Directors, Officers, Employees and Agents

Each person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation in the manner and to the full extent that the corporation has power to indemnify such person under Vermont law; provided, however, that the corporation shall not so indemnify such person, or purchase or maintain indemnity insurance for the benefit of such person, in the event such indemnification or expenditure would either

(i) then constitute an act of "self-dealing" or a "taxable expenditure," as defined by Sections 4941 (d)(1) and 4945 (d), respectively, of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code, as amended), or (ii) violate the provisions of any other section of the Statutes of Vermont as then in effect.

ARTICLE XII- AFFILIATES

[Language relating to Affiliates will be added to the Bylaws during the Chartering Process]

ARTICLE XIII- DISSOLUTION

In the event NAMI-Vermont should be dissolved, distribution of its assets shall be made to the National Alliance on Mental Illness (NAMI), Arlington, Virginia, for furtherance of its education, research, and advocacy objectives.

IMPORTANT INFORMATION RE: MEMBERSHIP

Do you want to take part in shaping the future of NAMI Vermont? This is your opportunity. Join today and vote at the Annual Meeting Saturday November 5, 2011. There are significant changes being proposed to our bylaws and we'll be electing new representatives to the NAMI Vermont Board of Directors.

This mailing is going out to current members, members who's membership lapsed in the last 6 months, as well as current, past, and potential volunteers. If you are unsure whether you are a current member please contact: Linda Anderson, Office Manager at landerson@namivt.org or at 800-639-6480. If you want to become a member or renew your membership, please fill out the form on the back page and return it with your payment to:

NAMI Vermont
162 South Main Street
Waterbury VT 05676

Memberships submitted through the mail must be received by **November 3rd** to be eligible to vote. You may also bring your membership fee with you to the Annual Meeting.

We hope to see you there!

