



National Alliance on Mental Illness

**nami**

**Cambridge/  
Middlesex**

**National Alliance on Mental Illness Cambridge/Middlesex Inc.**

Bylaws

*Approved by Membership on [December 6, 2016]*

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### **Article 1. Name**

The name of this organization shall be the National Alliance on Mental Illness Cambridge/Middlesex Massachusetts, Inc. d/b/a NAMI Cambridge/Middlesex.

### **Article 2. Mission**

NAMI Cambridge/Middlesex is a nonprofit organization that provides support, education, and advocacy throughout the Cambridge/Middlesex area on behalf of individuals and families affected by mental illness. NAMI Cambridge/Middlesex may also engage in any other lawful activities in which a corporation is allowed under provisions of Chapter 180 of the General Laws of Massachusetts.

### **Article 3. Membership**

NAMI Cambridge/Middlesex is a membership organization: as such term is defined under Massachusetts law. Members accept the mission of NAMI and NAMI Cambridge/Middlesex and pay annual dues. Members of NAMI Cambridge/Middlesex are automatically members of NAMI and NAMI Massachusetts. Members have one vote and approve Board Nominations and Bylaw changes proposed by the Cambridge/Middlesex Board at the NAMI Cambridge/Middlesex Annual Meeting. In order to be a member in “good standing” each member must have paid his/her annual dues and be listed in the NAMI membership database a current member. The annual dues are described in Article 5 of these Bylaws.

### **Article 4. NAMI Intellectual Property**

NAMI Cambridge/Middlesex 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 Cambridge/Middlesex shall cease. Within 30 days of termination NAMI Cambridge/Middlesex will change its name to reflect that it is no longer connected to NAMI.

### **Article 5. Financial Parameters**

The Fiscal Year shall begin on January 1 and shall end on December 31. Membership Dues are set by NAMI. The sharing of Membership Dues among NAMI, NAMI Massachusetts and NAMI Cambridge/Middlesex shall be the NAMI Membership Database suggested proportional split (Default Split)(360).

## **Article 6. Meetings**

### **Section 6-1. Annual Meeting:**

There shall be an Annual Meeting of the membership each year within the last three months of the calendar year. Members will be informed of the date, time, and location of the meeting 30 days prior to the meeting. The major purpose of the Annual Meeting is to elect Board members and Officers and approve bylaw changes, if any. Minutes of the Annual Meeting shall be published and made available to the membership within 30 days after the meeting.

### **Section 6-2. Regular Meetings:**

Regular meetings of the membership will held at least three times per year.

### **Section 6-3. Special Meetings:**

The President, one-third (1/3) of the Board of Directors, or 10% of members, may call a special meeting at the date, time, and location of their choice. One possible reason for members to call a special meeting may be to review an action of the Board of Directors. An action of the Board of Directors may be altered or rescinded by a two-thirds (2/3) vote of the members present. Notice of a special meeting must be given to the membership 90 days prior. Minutes of the special meeting shall be published within 30 days after the meeting and made available to the membership.

### **Section 6-4. Board of Directors Meetings:**

Board of Directors Meetings shall be held at least once per quarter. The President shall organize and manage the meeting. Board Meetings are open to the public and to the membership. Other members of the affiliate may speak at the invitation of the Board, but do not have a vote at Board meetings. Minutes of the meeting shall be published within fourteen (14) days after the meeting and made available to the membership.

### **Section 6-5. Quorum Requirements for All Meetings:**

1. Annual Meeting and special membership meetings: 7 percent of membership
2. Board of Directors: majority of the Board.
3. Any Board committee: as determined by these Bylaws or as the committee determines at its first meeting.

***Section 6-6. Majority Voting:*** Unless otherwise provided in these Bylaws or in Massachusetts law, a simple majority of the members or the directors, as applicable, in favor of a proposal or appointment shall be required to pass such proposal or appointment.

## **Article 7. Board of Directors (Directors)**

### **Section 7-1. Composition, Responsibilities:**

The Board of Directors shall have at least 6 members and not more than 16 members. The number of Directors shall be as determined by the Board of Directors from time to time. The Board of Directors is responsible for overall policy and direction of NAMI Cambridge/Middlesex. Each Director shall continue in office until his successor shall have

been qualified and elected, or until his or her resignation has been accepted by the Board. The Board receives no compensation other than for reasonable expenses incurred in service to the organization.

The Board of Directors shall be comprised of members in good standing of NAMI Cambridge/Middlesex and include both persons in recovery and family care-givers of persons living with a mental illness. The Board of Directors shall establish the policies of NAMI Cambridge/Middlesex and shall have the power of the organization between meetings of the organization's membership unless otherwise specified in the Articles of Organization, Articles of Incorporation or these Bylaws. The responsibilities are subject to the provisions of the Massachusetts Law.

Subject to the limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

**Section 7-2. Nominating Schedule:**

Each year, 90 days before the Annual Meeting, generally at the October Board meeting, the President shall appoint a Board Nominating Committee comprised of three members. Nominations for directors shall be submitted by members to the Board Nominating Committee not less than 60 days prior to the Annual Meeting. The Nominating Committee shall propose to the board a slate of officers and new Board of Directors 60 days before the Annual Meeting, generally at the November Board meeting. The recommendations of the Board Nominating Committee, after the approval of the majority of the existing Board, shall be submitted to the general membership at least 30 days prior to the Annual Meeting. Election of Officers and Board members shall be conducted in conjunction with the Annual Meeting.

**Section 7-3. Vacancies:**

Vacancies that occur on the Board of Directors in between Annual Meetings shall be temporarily filled by an appointment of the Executive Committee of the Board of Directors. Directors serving in temporary appointments will be put to vote before the full membership at the next Annual Meeting.

**Section 7-4. Resignations:**

Any member desiring to resign from the Board of Directors shall submit his/her resignation in writing to the Secretary, who shall present it to the Board of Directors for action of those present.

**Section 7-5. Missed Board Meetings:**

Board members must attend or call in for every Board meeting or be excused. If a Board member should miss, without notification to the President, two successive Board meetings, the Board shall consider and/or vote on whether to ask that member to resign. 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.

**Section 7-6. Conflict of Interest Disclosure Form:**

All Board members are required to sign the NAMI Cambridge/Middlesex 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.

**Section 7-7. Conference Calls:**

The President may on occasion, for matters other than appointments or bylaw changes, ask for a conference call of the Board. The Secretary will record and publish the minutes of the conference call, making the minutes available to the members. The quorum and majority voting requirements described herein shall apply to any virtual board meeting.

**Section 7-8. Board Decisions Between Board Meetings:**

When a decision is needed between meetings of the Board, voting may be conducted by mail (including fax and email), if approved by a majority of the elected officials. The outcome will be filed with the minutes of the Board.

**Article 8. Committees**

**Section 8-1. Executive Committee:**

The Executive Committee shall consist of the Officers. The Board of Directors shall define the role of the Executive Committee. 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. A quorum to conduct business for the Executive Committee shall consist of a minimum of three persons. No more than two members of the same family may sit on the Executive Committee.

**Section 8-2 Steering Committee:**

The Steering Committee shall consist of all members who are willing to participate and work to advance the goals of NAMI Cambridge/Middlesex. The Steering Committee shall meet at least quarterly and focus on providing input to the Board and Executive Committee for our programs and meetings, suggest annual distributions from our Social Inclusion Fund, and other matters as appropriate to support and advance the mission of the organization.

**Section 8-3. Standing Committees:**

The President shall appoint all standing committees with approval of the Executive Committee. There shall be a Bylaws Committee for receipt and review of proposed amendments. Other standing committees could consist of education, fundraising, and membership development committees.

**Article 9. Officers**

**Section 9-1. Officers Required, Residency**

In accordance with Massachusetts Law, the corporation shall have a President, Vice President, and Secretary. The Secretary shall reside in Massachusetts. Additionally, NAMI Cambridge/Middlesex shall require a Treasurer who shall also reside in Massachusetts.

**Section 9-2. Duties of President:**

The President shall preside at meetings and serve as ex-officio member of all committees except the nominating committee. The President shall exercise such authority and perform such duties as the Board of Directors may assign. The President plans and manages NAMI Cambridge/Middlesex meetings and is responsible for managing the creation and implementation of the NAMI Cambridge/Middlesex long range strategic plan, and for the oversight and execution of NAMI Cambridge/Middlesex's financial plan. The President is a voting member of the Board.

**Section 9-3. Optional Appointment of Executive Director:**

At the discretion of the Board, NAMI Cambridge/Middlesex may appoint an Executive Director and/or Office Manager. The Executive Director may or may not be a paid employee, as determined by a vote of the Board. The duties and responsibilities of the Executive Director are determined by the Board.

**Section 9-4. Duties of Vice-President:**

The Vice-President shall perform such duties and exercise such authority as may be assigned by the President. Should the 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 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.

**Section 9-5. Duties of Secretary:**

The Secretary shall identify those present, record all votes taken and author a brief summary of issues discussed at Executive Committee, Board meetings, Annual Meeting, and any special meetings that are called. The Secretary will submit meeting minutes within fourteen (14) days of each meeting unless otherwise specified in article 6 to be distributed for Board approval, to be made available to the membership and to be filed as a permanent record.

**Section 9-6. Duties of Treasurer:**

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. The Treasurer will produce a monthly financial statement of income and expenses for the Board. The Treasurer shall present an annual report to the membership immediately after the close of the year, listing all receipts and disbursements by budget categories. The Treasurer shall present the books for audit and at such times as required by the State of Massachusetts. The Treasurer is responsible for all NAMI Cambridge/Middlesex State and Federal filings. With a two-thirds (2/3) approval of the Board, the Treasurer may contract out to an independent firm for the administration and filing of yearly NAMI Cambridge/Middlesex State and Federal Filings. The Treasurer shall qualify, as members in good standing, the members present and those submitting absentee ballots when voting is to be held at all annual and special meetings.

**Section 9-7. Holding More than One Office:**

One person may hold more than one office except that the office of President may not be combined in one person with that of Secretary nor Treasurer with that of Auditor.

**Article 10. Indemnification of Officers, Directors, Employees, Agents**

Each person who is or was a director, officer, employee or agent of NAMI Cambridge/Middlesex or is or was serving at the request of NAMI Cambridge/Middlesex as a director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by NAMI Cambridge/Middlesex in the manner and to the full extent that NAMI Cambridge/Middlesex has power to indemnify such person under Chapters 180 and 156B of the Massachusetts General Laws. NAMI Cambridge/Middlesex shall not indemnify a person if this action could be construed as an act of self-dealing or a taxable expenditure as defined by the Internal Revenue Code or by Massachusetts General Laws.

**Article 11. Amendments to Bylaws**

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 ninety (90) days prior to the date of the next Annual 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 Annual Meeting of the members. Proposed revisions or amendments shall be presented by the Board of Directors to the membership at such next Annual Meeting. A two-thirds (2/3) majority of the members present and those voting by absentee ballot shall be required to revise or amend the Bylaws, provided a quorum is met.

**Article 12. Non Discrimination**

NAMI Cambridge/Middlesex 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.

**Article 13. Independence**

NAMI Cambridge/Middlesex 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 14. Dissolution**

In the event NAMI Cambridge/Middlesex should be dissolved, any assets remaining following the payment of debts and the satisfaction of liabilities shall be made to NAMI Massachusetts for tax-exempt purposes in the furtherance of its education, research, and advocacy objectives.

**Article 15. Date of Bylaws Adoption and Amendment**

These Bylaws were adopted and last amended by the Board of Directors on [November 15, 2016] and approved by the membership on [December 6, 2016].