

# NATIONAL ALLIANCE ON MENTAL ILLNESS SOUTHWESTERN ILLINOIS BYLAWS

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## NATIONAL ALLIANCE ON MENTAL ILLNESS SOUTHWESTERN ILLINOIS BYLAWS AS ADOPTED BY THE MEMBERSHIP 07/2010

### I - ORGANIZATIONAL NAME AND JURISDICTION

THE ORGANIZATION IS CALLED THE NATIONAL ALLIANCE ON MENTAL ILLNESS (NAMI) SOUTHWESTERN ILLINOIS, AND ITS JURISDICTION INCLUDES THE ILLINOIS COUNTIES OF BOND, CALHOUN , CLINTON., GREENE , JERSEY , MACOUPIN, MADISON, MONROE, MONTGOMERY, RANDOLPH , ST. CLAIR, AND WASHINGTON.

### II – PRINCIPAL OFFICE

THE CORPORATION’S PRINCIPAL OFFICE LOCATION SHALL BE DESIGNATED BY THE BOARD OF DIRECTORS AND SHALL BE LOCATED WITHIN OUR JURISDICTION.

### III - MISSION

NAMI SOUTHWESTERN ILLINOIS IS DEDICATED TO PROVIDING SUPPORT, EDUCATION AND ADVOCACY FOR PERSONS WITH MENTAL ILLNESSES, THEIR FAMILIES AND OTHERS WHOSE LIVES ARE AFFECTED BY THESE DISEASES.

WE ACCOMPLISH OUR MISSION THROUGH:

- EDUCATION AND SUPPORT PROGRAMS FOR PERSONS WITH MENTAL ILLNESSES AND THEIR FAMILIES.
- EMPOWERING PEOPLE WHO HAVE MENTAL ILLNESSES TO ADDRESS CONCERNS RELATED TO THEIR ILLNESSES.
- PROVIDING A VOICE FOR PEOPLE AFFECTED BY MENTAL ILLNESSES BY ADVOCATING FOR THEM WITH PUBLIC AND PRIVATE POLICY MAKERS FOR BETTER LEGISLATION AND MORE EFFECTIVE TREATMENT OPTIONS.
- COLLABORATING WITH OTHER LOCAL, STATE AND NATIONAL MENTAL HEALTH ORGANIZATIONS ALONG WITH THOSE THAT TREAT CO-OCCURRING DISORDERS.
- PROMOTE THE UNDERSTANDING AND ACCEPTANCE OF MENTAL ILLNESS AS A BIOLOGICALLY-BASED BRAIN DISORDER WITHIN OUR COMMUNITY.

### IV - AFFILIATE MEMBERSHIP

A. COMPOSITION; MEMBERS MAY INCLUDE:

1. INDIVIDUALS WHO HAVE A MENTAL ILLNESS [PRIMARY CONSUMERS];
2. FAMILIES AND FRIENDS OF PERSONS WITH MENTAL ILLNESS [SECONDARY CONSUMERS];
3. PERSONS, CORPORATIONS OR ORGANIZATIONS WHO SHARE AN INTEREST IN ISSUES RELATED TO MENTAL ILLNESS [FRIENDS OF NAMI].

B. VOTING;

1. EACH MEMBER WILL HAVE ONE VOTE ON EACH MATTER VOTED UPON AT ANY MEMBERSHIP MEETING. MEMBERS SHALL BE REPRESENTED AT MEETINGS PERSONALLY.

2. EXCEPT AS OTHERWISE PROVIDED HEREIN OR IN THE ARTICLES OF INCORPORATION OR BYLAWS, A MAJORITY OF THOSE PRESENT WILL BE SUFFICIENT TO ACT UPON ALL MATTERS.
3. EXCEPT FOR THE POWER TO RATIFY THE APPOINTMENT OF THE BOARD OF DIRECTORS, AND VOTE UPON ANY MOTION OR RESOLUTION BROUGHT TO THE MEMBERSHIP; THE MEMBERS OF NAMI SOUTHWESTERN ILLINOIS SHALL VEST THEIR VOTING AUTHORITY IN ALL OTHER MATTERS IN THE BOARD OF DIRECTORS.
4. THE RECORD DATES FOR DETERMINING THE MEMBERS ENTITLED TO VOTE AT A MEMBER MEETING AND TO EXERCISE CERTAIN RIGHTS SHALL BE THE ANNUAL MEETING OR AS OTHERWISE DETERMINED BY A VOTE OF THE BOARD OF DIRECTORS.

C. DUES:

1. THE CORPORATION MAY HAVE VARIOUS CLASSES OF MEMBERSHIP;
2. THE ANNUAL DUES AND MEMBERSHIP CLASSES SHALL BE DETERMINED FROM TIME TO TIME BY THE BOARD OF DIRECTORS.
3. ANY MEMBER MAY RESIGN FROM THE CORPORATION AT ANY TIME. THE RESIGNATION SHALL NOT RELIEVE THE MEMBER FROM ANY OBLIGATIONS THE MEMBER MAY HAVE TO THE CORPORATION AS A RESULT OF OBLIGATIONS INCURRED OR COMMITMENTS MADE PRIOR TO HIS OR HER RESIGNATION.

D. MEETINGS:

1. EDUCATION AND SUPPORT MEETINGS – MEETINGS FOR THE PURPOSE OF EDUCATION AND SUPPORT WILL BE HELD AT LEAST MONTHLY.
2. THE ANNUAL MEMBERSHIP MEETING SHALL BE HELD IN JUNE, OR SUCH OTHER MONTH DESIGNATED BY THE BOARD OF DIRECTORS, OF EACH YEAR AT A DATE, TIME, AND PLACE AS IS SELECTED BY THE BOARD OF DIRECTORS AND INCLUDED IN THE NOTICE OF THE MEETING. AT EACH ANNUAL MEETING, THE PRESIDENT SHALL REPORT ON THE ACTIVITIES AND FINANCIAL CONDITION OF THE CORPORATION. AT THE ANNUAL MEETING, THE MEMBERS SHALL VOTE TO FILL ANY VACANT DIRECTORSHIPS AND SHALL VOTE TO ELECT DIRECTORS TO FILL ANY DIRECTORSHIPS WHOSE TWO YEAR TERM HAS EXPIRED
3. SPECIAL MEETINGS OF THE MEMBERS MAY BE CALLED BY THE PRESIDENT, THE BOARD, OR BY MEMBERS HOLDING NOT LESS THAN TWENTY PERCENT OF THE VOTES OF ALL MEMBERS, PROVIDED THAT THE MEMBERS DELIVER TO ANY CORPORATE OFFICER A WRITTEN DEMAND DESCRIBING THE PURPOSE(S) FOR WHICH THE MEETING IS TO BE HELD. ONLY THOSE MATTERS THAT ARE DESCRIBED IN THE NOTICE SHALL BE CONDUCTED AT A SPECIAL MEETING. SUBJECT MATTER FOR SPECIAL MEETINGS MAY INCLUDE ANY OF THE FOLLOWING:
  - CONFLICT OF INTEREST TRANSACTIONS;
  - AMENDMENT TO THE CORPORATION'S ARTICLES OR BY-LAWS;

- DELIVERY OR EXECUTION OF ARTICLES OF MERGER;
  - DISPOSITION OF THE CORPORATION'S PROPERTY;
  - DISSOLUTION OF THE CORPORATION OR;
  - APPROVAL OF THE DISSOLUTION OF THE CORPORATION.
4. LOCATION - THE MEMBERS MAY DESIGNATE ANY PLACE WITHIN THE JURISDICTION OF NAMI SOUTHWESTERN ILLINOIS AS THE PLACE OF ANY ANNUAL OR SPECIAL MEETING OF THE MEMBERS. IF NO DESIGNATION IS MADE, THE PLACE OF THE MEETING SHALL BE THE PRINCIPAL OFFICE OF THE CORPORATION OR AT SUCH OTHER LOCATION AS MAY BE SPECIFIED BY THE BOARD.
5. NOTICE - THE NAMI SOUTHWESTERN ILLINOIS WEBSITE AND MONTHLY NEWSLETTER WILL POST THE PLACE, DAY AND HOUR OF THE ANNUAL OR SPECIAL MEETINGS OF THE MEMBERSHIP. MEMBERS SHALL BE GIVEN NOT LESS THAN TEN DAYS OR MORE THE SIXTY DAYS NOTICE BEFORE THE DATE OF THE MEETING. IF A PERSON ENTITLED TO CALL A SPECIAL MEETING SUBMITS TO THE PRESIDENT OR SECRETARY OF THE CORPORATION A WRITTEN REQUEST (AT LEAST 10 DAYS BEFORE THE CORPORATION GIVES NOTICE OF A MEETING) THAT A PARTICULAR MATTER BE RAISED AT AN ANNUAL, REGULAR OR SPECIAL MEETING, THE NOTICE FOR SUCH MEETING SHALL INCLUDE A DESCRIPTION OF THE MATTER.
6. QUORUM - THE LESSER OF FIFTEEN MEMBERS OR A MAJORITY OF THE MEMBERSHIP SHALL CONSTITUTE A QUORUM AT ANY MEETING OF THE MEMBERS. UNLESS ONE-THIRD OR MORE OF THE VOTING POWER IS PRESENT IN PERSON AT AN ANNUAL OR SPECIAL MEETING, THE ONLY MATTERS THAT MAY BE VOTED UPON ARE THOSE MATTERS THAT ARE DESCRIBED IN THE MEETING NOTICE. IF A QUORUM IS NOT PRESENT AT ANY MEETING OF MEMBERS, MEMBERS HOLDING A MAJORITY OF THE VOTES PRESENT MAY ADJOURN THE MEETING AT ANY TIME WITHOUT FURTHER NOTICE. AT ANY ADJOURNED AND RECONVENED MEETING, ANY BUSINESS MAY BE TRANSACTED THAT MIGHT HAVE BEEN TRANSACTED AT THE ORIGINAL MEETING. WITHDRAWAL OF MEMBERS FROM ANY MEETING SHALL NOT CAUSE FAILURE OF A DULY CONSTITUTED QUORUM AT THAT MEETING. A BY-LAW AMENDMENT TO DECREASE THE QUORUM FOR ANY MEMBER ACTION SHALL BE APPROVED BY THE MEMBERS OR BY THE BOARD. A BY-LAW AMENDMENT TO INCREASE THE QUORUM REQUIRED FOR ANY MEMBER ACTION SHALL BE APPROVED BY THE MEMBERS.
7. THE ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS SHALL BE CHAIRED BY AN OFFICER OF THE CORPORATION PRESENT AT THE MEETING IN THE FOLLOWING ORDER OF PRIORITY: PRESIDENT, VICE PRESIDENT, TREASURER AND SECRETARY. IF NONE OF THE OFFICERS IS PRESENT, THE MEMBERS PRESENT MAY ELECT A CHAIR OF SUCH MEETING FROM AMONG THEMSELVES. THE SECRETARY OF THE CORPORATION SHALL ACT AS SECRETARY OF ALL MEMBER MEETINGS. IN HIS OR HER ABSENCE, OR IN THE

EVENT HE OR SHE SHALL BE ACTING AS CHAIR, THE CHAIR MAY APPOINT ANY PERSON TO ACT AS SECRETARY.

## **V - FISCAL YEAR**

THE FISCAL YEAR BEGINS JULY 1 AND ENDS JUNE 30 OF EACH YEAR.

## **VI - BOARD OF DIRECTORS**

### **A. AUTHORITY:**

1. THE BOARD SHALL CONTROL AND MANAGE THE BUSINESS AND PROPERTY OF THE CORPORATION. THE BOARD MAY EXERCISE ALL SUCH POWERS OF THE CORPORATION AND DO ALL SUCH LAWFUL ACTS AND THINGS AS ARE NOT BY LAW, THE ARTICLES OF INCORPORATION, OR ELSEWHERE IN THESE BY-LAWS, REQUIRED TO BE EXERCISED OR DONE BY THE MEMBERS OR SOME PARTICULAR OFFICER OF THE CORPORATION.
2. NO DIRECTOR SHALL BE ENTITLED TO COMPENSATION FOR HIS OR HER SERVICES AS A DIRECTOR, INCLUDING ATTENDANCE AT ANY MEETING OF THE BOARD OR OF ANY COMMITTEE THEREOF.
3. THE BOARD MAY PROVIDE THAT DIRECTORS RECEIVE REIMBURSEMENT FOR TRANSPORTATION AND OTHER EXPENSES INCIDENT TO THEIR ATTENDANCE AT ANY MEETING OF THE BOARD OR ANY COMMITTEE THEREOF.

### **B. COMPOSITION**

1. THE BOARD OF DIRECTORS WILL HAVE A MINIMUM OF NINE AND NO MORE THAN NINETEEN (19) MEMBERS INCLUDING FOUR (4) ELECTED OFFICERS — PRESIDENT, VICE-PRESIDENT, TREASURER, AND, SECRETARY.
2. BOARD MEMBERS MUST BE NAMI SOUTHWESTERN ILLINOIS MEMBERS IN GOOD STANDING WHICH INCLUDES BEING CURRENT IN PAYMENT OF THEIR DUES.
3. FIFTY-ONE PERCENT (51%) OF THE BOARD OF DIRECTORS WILL BE PRIMARY OR SECONDARY CONSUMERS.

### **C. ELECTION OF OFFICERS AND OTHER DIRECTORS**

1. SUBJECT TO APPROVAL BY THE BOARD OF DIRECTORS, CANDIDATES FOR ELECTION TO THE BOARD OF DIRECTORS (AND ALSO CANDIDATES FOR OFFICERS OF THE CORPORATION) WILL BE SELECTED BY A NOMINATING COMMITTEE APPOINTED BY THE PRESIDENT AND APPROVED BY THE BOARD OF DIRECTORS. THE NOMINATING COMMITTEE WILL CONSIST OF THREE NAMI SOUTHWESTERN ILLINOIS MEMBERS IN GOOD STANDING, ONE OF WHOM MUST BE A BOARD OF DIRECTORS MEMBER.
2. NOMINATIONS MAY BE ACCEPTED FROM THE FLOOR DURING THE ANNUAL MEETING OF THE MEMBERSHIP.
3. OFFICERS AND DIRECTORS WILL BE ELECTED AT THE ANNUAL MEETING OF THE MEMBERSHIP.

4. ANYONE WHO IS AN EMPLOYEE OF NAMI IS INELIGIBLE TO SERVE ON THE BOARD OF DIRECTORS.

#### D. TERMS OF OFFICE

1. THE OFFICERS AND OTHER ELECTED BOARD MEMBERS' REGULAR TERM OF OFFICE IS TWO YEARS UNLESS REMOVED, RESIGNED, DISQUALIFIED, OR OTHERWISE SEPARATED FROM OFFICE.
2. BOARD MEMBERS MAY SERVE UP TO THREE CONSECUTIVE TERMS, AFTER WHICH ONE YEAR WILL BE REQUIRED TO ELAPSE BEFORE THEY WILL BE ELIGIBLE TO AGAIN SERVE ON THE BOARD.
3. ANY PERIOD SERVED LESS THAN TWO YEARS SHALL NOT COUNT AS A FULL TWO-YEAR TERM AS SET FORTH IN D. 1.

#### E. REMOVAL

1. THE BOARD OF DIRECTORS MAY REPLACE ANY DIRECTOR OR OFFICER WHO HAS THREE CONSECUTIVE UNEXCUSED ABSENCES UNLESS GOOD REASON IS SUBMITTED TO THE PRESIDENT, AND THE EXECUTIVE COMMITTEE THEN CONCURS THAT CONTINUED BOARD MEMBERSHIP IS IN THE BEST INTEREST OF NAMI SOUTHWESTERN ILLINOIS.
2. ANY MEMBER OF THE BOARD OF DIRECTORS MAY BE REMOVED WITHOUT CAUSE BY A TWO-THIRDS MAJORITY VOTE OF THE BOARD OF DIRECTORS PRESENT AT A REGULARLY SCHEDULED BOARD MEETING WHERE THE ITEM WAS PLACED ON THE WRITTEN AGENDA.

#### F. VACANCIES

1. VACANCIES ON THE BOARD OF DIRECTORS OCCURRING BETWEEN ANNUAL MEMBERSHIP MEETINGS MAY BE FILLED BY MAJORITY VOTE OF THOSE DIRECTORS PRESENT AT ANY MEETING OF THE DIRECTORS. PERSONS ELECTED BY THE BOARD TO FILL SUCH VACANCIES WILL SERVE UNTIL THE NEXT ANNUAL MEMBERSHIP MEETING.
2. AT THE ANNUAL MEMBERSHIP MEETING, THE MEMBERS WILL ELECT DIRECTORS TO FILL VACANCIES ON THE BOARD OCCURRING OTHER THAN BY EXPIRATION OF A DIRECTOR'S REGULAR TERM, AND THOSE ELECTED TO FILL SUCH VACANCIES SHALL SERVE THE UNEXPIRED TERM OF THEIR PREDECESSORS.
3. SHOULD A VACANCY OCCUR IN THE VICE PRESIDENT, SECRETARY, OR TREASURER POSITIONS, THE BOARD OF DIRECTORS SHALL ELECT A SUCCESSOR FOR THAT POSITION FOR THE REMAINDER OF THAT TERM.

#### G. BOARD MEETINGS

1. BOARD MEETINGS WILL BE HELD AT LEAST QUARTERLY AT A TIME AND PLACE TO BE DETERMINED BY THE BOARD.
2. AT ANY MEETING OF THE BOARD OF DIRECTORS A SIMPLE MAJORITY OF THE BOARD MEMBERS SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS. IN

THE ABSENCE OF A QUORUM, A MAJORITY OF THE DIRECTORS PRESENT AT A MEETING, OR THE DIRECTOR, IF THERE BE ONLY ONE PRESENT MAY ADJOURN THE MEETING.

3. THE JUNE MEMBERSHIP MEETING IS DESIGNATED AS THE ANNUAL MEETING FOR THE ELECTION OF OFFICERS AND/OR FILLING ANY VACANCIES ON THE BOARD OF DIRECTORS.
4. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS MAY BE CALLED BY THE PRESIDENT, ONE OR MORE MEMBERS OF THE BOARD OF DIRECTORS, OR ON REQUEST OF SIX (6) OR MORE INDIVIDUALS FROM THE GENERAL MEMBERSHIP. SEVEN DAYS ADVANCE NOTICE OF ANY SUCH MEETING MUST BE GIVEN TO BOARD MEMBERS VIA E-MAIL OR REGULAR U.S. MAIL.

## **VII - DUTIES OF OFFICERS**

THE PRINCIPLE EXECUTIVE OFFICERS OF THE CORPORATION SHALL BE A PRESIDENT, ONE (1) OR MORE VICE-PRESIDENTS (THE NUMBER THEREOF TO BE DETERMINED BY THE BOARD OF DIRECTORS), A SECRETARY, A TREASURER, AND OTHER SUCH OFFICERS AS ARE APPOINTED BY THE BOARD.

### **A. THE PRESIDENT**

1. PRESIDES AT ALL MEETINGS OF THE BOARD OF DIRECTORS, THE EXECUTIVE COMMITTEE AND THE GENERAL MEMBERSHIP.
2. APPOINTS CHAIRS FOR ALL COMMITTEES.
3. ACTS AS DIRECT SUPERVISOR OF THE NAMI SOUTHWESTERN ILLINOIS EXECUTIVE DIRECTOR, WITH THE ADVICE OF THE EXECUTIVE COMMITTEE.
4. KEEPS THE BOARD FULLY INFORMED OF HIS OR HER ACTIVITIES ON BEHALF OF THE CORPORATION.

**B. THE VICE PRESIDENT - SUCCEEDS THE PRESIDENT IN CASE OF A VACANCY IN THAT OFFICE AND PERFORMS THE DUTIES OF THE PRESIDENT IN HIS/HER ABSENCE OR INABILITY TO SERVE, OR AT ANY TIME UPON THE PRESIDENT'S REQUEST. IF MORE THAN ONE VICE PRESIDENT IS SERVING, SUCH DUTIES SHALL BE PERFORMED BY THE VICE PRESIDENT HAVING THE HIGHEST PRIORITY. THE BOARD MAY DESIGNATE SUCH PRIORITY, BUT IN THE ABSENCE THEREOF, SUCH PRIORITY SHALL BE DETERMINED BY THE ORDER OF THE APPOINTMENT OF THE VICE PRESIDENTS, THE EARLIEST APPOINTED VICE PRESIDENT HAVING THE HIGHEST PRIORITY. VICE PRESIDENTS APPOINTED AT THE SAME MEETING SHALL BE DEEMED TO HAVE BEEN APPOINTED IN THE ORDER IN WHICH THEIR NAMES ARE SET FORTH IN THE MINUTES RECORDING THEIR APPOINTMENT.**

### **C. THE SECRETARY**

1. SECRETARY SHALL HAVE CHARGE OF AND KEEP THE RECORDS, BOOKS AND PAPERS OF THE CORPORATION.
2. HANDLES BOARD CORRESPONDENCE.

3. RECORDS AND DISTRIBUTES MINUTES OF ALL MEETINGS OF THE BOARD OF DIRECTORS, THE EXECUTIVE COMMITTEE, THE ANNUAL MEMBERSHIP MEETING AND SPECIAL MEETINGS OF THE MEMBERSHIP.
4. RECORDS ANY VOTES TAKEN BY E-MAIL AND RECORDS APPROVAL OF EXPENDITURES.
5. IN HIS OR HER ABSENCE, THE OFFICER PRESIDING AT ANY SUCH MEETING MAY APPOINT ANY PERSON TO ACT AS SECRETARY OF ANY SUCH MEETING.

#### D. THE TREASURER

THE TREASURER SHALL HAVE, UNDER THE DIRECTION OF THE BOARD OF DIRECTORS, CUSTODY AND CHARGE OF THE FUNDS OF THE CORPORATION, AND SHALL KEEP ACCURATE BOOKS OF ACCOUNT SHOWING THE RECEIPT AND EXPENDITURES THEREOF; SHALL DEPOSIT THE FUNDS OF THE CORPORATION WITH SUCH BANKS OR TRUST COMPANIES AS MAY BE SELECTED BY THE BOARD OF DIRECTORS, SHALL COLLECT ALL MONEYS DUE THE CORPORATION, AND PAY ALL BILLS THAT HAVE BEEN APPROVED FOR PAYMENT IN SUCH MANNER AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME PRESCRIBE. IF REQUIRED BY THE BOARD OF DIRECTORS, THE TREASURER SHALL GIVE BOND FOR THE FAITHFUL PERFORMANCE OF THEIR DUTIES. THE TREASURER SHALL SERVE EX-OFFICIO ON ANY COMMITTEE INVOLVING FUND RAISING OR FINANCIAL AFFAIRS OF THE CORPORATION. THE TREASURER ALSO SHALL HAVE CUSTODY OF AND BE RESPONSIBLE FOR THE MAINTENANCE OF THE BOOKS OF ACCOUNT OF THE CORPORATION, AND SHALL PERFORM SUCH OTHER DUTIES AS FROM TIME TO TIME MAY BE ASSIGNED TO THE TREASURER BY LAW, THE BOARD, THE PRESIDENT OR THESE BY-LAWS. THESE DUTIES MAY INCLUDE PROVIDING BOARD MEMBERS A MONTHLY FINANCIAL REPORT AND OTHER FINANCIAL REPORTS AS MAY BE REQUIRED.

#### E. RESIGNATION OF OFFICERS

AN OFFICER MAY RESIGN AT ANY TIME BY DELIVERING NOTICE TO THE CORPORATION. A RESIGNATION IS EFFECTIVE WHEN THE NOTICE IS DELIVERED UNLESS THE NOTICE SPECIFIES A FUTURE EFFECTIVE DATE. IF A RESIGNATION IS MADE EFFECTIVE AT A FUTURE DATE AND THE CORPORATION ACCEPTS THE FUTURE EFFECTIVE DATE, THE BOARD OF DIRECTORS MAY FILL THE PENDING VACANCY BEFORE THE EFFECTIVE DATE IF THE BOARD PROVIDES THAT THE SUCCESSOR DOES NOT TAKE OFFICE UNTIL THE EFFECTIVE DATE.

#### F. REMOVAL OF OFFICERS

THE BOARD MAY REMOVE ANY OFFICER AT ANY TIME WITH OR WITHOUT CAUSE.

### **VIII – EXECUTIVE DIRECTOR**

THE BOARD OF DIRECTORS SHALL SELECT AN EXECUTIVE DIRECTOR. THE EXECUTIVE DIRECTOR SHALL HAVE GENERAL DIRECTION OF AND SUPERVISION OVER THE DAY TO DAY AFFAIRS OF THE CORPORATION. THE EXECUTIVE DIRECTOR SHALL EXERCISE SUCH AUTHORITY AND PERFORM SUCH DUTIES AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME ASSIGN TO THAT PERSON.

**IX – COMMITTEES****A. STANDING AND SPECIAL (AD HOC) COMMITTEES:**

1. THE BOARD OF DIRECTORS SHALL HAVE THE POWER AT ANY TIME TO EXPAND OR LIMIT THE AUTHORITY OF ANY SUCH COMMITTEE, TO DISSOLVE IT, AND TO FILL VACANCIES IN, OR CHANGE THE MEMBERSHIP OF, ANY SUCH COMMITTEE. THE PRESIDENT MAY, BETWEEN MEETINGS OF THE BOARD OF DIRECTORS, DESIGNATE SUCH COMMITTEES AND THE MEMBERS THEREOF AS ARE NEEDED, SUBJECT TO THE APPROVAL OF THE BOARD OF DIRECTORS AT ITS NEXT MEETING. THOSE COMMITTEES CONCERNED WITH FINANCES WILL INCLUDE THE TREASURER. MEMBERS OF ANY SUCH COMMITTEE AND SHALL DESIGNATE ONE SUCH PERSON AS THE CHAIR THEREOF. STANDING AND SPECIAL COMMITTEES OF THE BOARD OF DIRECTORS ARE ESTABLISHED TO PROVIDE RECOMMENDATIONS FOR ACTION BY THE BOARD OF DIRECTORS AND HAVE NO POWER TO ACT ON BEHALF OF NAMI SOUTHWESTERN ILLINOIS EXCEPT AS AUTHORIZED BY THE BOARD OF DIRECTORS.
2. EACH COMMITTEE SHALL KEEP A RECORD OF ITS PROCEEDINGS, AND SHALL REGULARLY PRESENT SUCH RECORDS TO THE BOARD OF DIRECTORS. ANY ACTION WHICH IS REQUIRED TO BE OR MAY BE TAKEN AT A MEETING OF ANY COMMITTEE ESTABLISHED BY THE BOARD OF DIRECTORS MAY BE TAKEN WITHOUT A MEETING IF CONSENTS IN WRITING, SETTING FORTH THE ACTION SO TAKEN, ARE SIGNED BY ALL MEMBERS OF THE COMMITTEE. THE CONSENTS SHALL HAVE THE SAME FORCE AND EFFECT AS A UNANIMOUS VOTE OF THE COMMITTEE AT A MEETING DULY HELD AND MAY BE STATED AS SUCH IN ANY CERTIFICATE OR DOCUMENT FILED PURSUANT TO THE PROVISIONS OF ILLINOIS LAW. THE SECRETARY SHALL FILE THE CONSENTS WITH THE MINUTES OF THE MEETING OF THE COMMITTEE.

**B. EXECUTIVE COMMITTEE:**

1. THE EXECUTIVE COMMITTEE SHALL BE COMPRISED OF ALL OF THE OFFICERS OF THE CORPORATION AND ANY OTHER DIRECTORS DESIGNATED BY THE PRESIDENT. ALL OF THE POWERS OF THE BOARD OF DIRECTORS, EXCEPT THOSE DESCRIBED IN THE FOLLOWING PARAGRAPH, ARE DELEGATED TO THE EXECUTIVE COMMITTEE. ALL ACTIONS OF THE EXECUTIVE COMMITTEE SHALL BE REPORTED IN WRITING TO THE BOARD AT ITS NEXT MEETING. THE BOARD OF DIRECTORS SHALL HAVE THE POWER TO ALTER OR RESCIND ANY ACTIONS OF THE EXECUTIVE COMMITTEE PROVIDED NO IRREVOCABLE RIGHTS OF THIRD PARTIES SHALL BE ADVERSELY AFFECTED. THE BOARD OF DIRECTORS SHALL HAVE THE POWER AT ANY TIME TO EXPAND OR LIMIT THE AUTHORITY OF THE EXECUTIVE COMMITTEE, OR DISSOLVE IT, AND MAY FILL VACANCIES IN, OR CHANGE THE MEMBERSHIP OF, THE EXECUTIVE COMMITTEE. THE EXECUTIVE COMMITTEE SHALL, IN THE ABSENCE OF AN APPOINTED EXECUTIVE DIRECTOR, MANAGE THE DAY-TO-DAY ACTIVITIES OF NAMI SOUTHWESTERN ILLINOIS.

2. THE BOARD OF DIRECTORS MAY NOT DELEGATE TO THE EXECUTIVE COMMITTEE THE AUTHORITY TO AUTHORIZE DISTRIBUTIONS TO MEMBERS, DIRECTORS, OFFICERS, AGENTS OR EMPLOYEES EXCEPT IN EXCHANGE FOR VALUE RECEIVED; TO ELECT, APPOINT OR REMOVE DIRECTORS OR FILL VACANCIES ON THE BOARD; OR TO ADOPT, AMEND OR REPEAL THE ARTICLES OR BY-LAWS.

#### **X - NAMI NAME AND LOGO**

- A. NAMI SOUTHWESTERN ILLINOIS ACKNOWLEDGES THAT NAMI NATIONAL CONTROLS THE USE OF THE NAME, ACRONYM AND LOGO OF NAMI AND AMI, AND THAT THEIR USES SHALL BE IN ACCORDANCE WITH NAMI NATIONAL POLICY.
- B. UPON TERMINATION OF AFFILIATION WITH OR CHARTER BY NAMI, THE USES OF THE NAMES, ACRONYMS AND LOGO BY NAMI SOUTHWESTERN ILLINOIS SHALL CEASE.

#### **XI - INDEMNIFICATION**

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 FULLEST EXTENT THAT THE CORPORATION HAS THE POWER TO INDEMNIFY SUCH PERSON UNDER RELEVANT STATE AND FEDERAL LAWS AS NOW IN EFFECT OR HEREAFTER AMENDED; 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 A ACT OF "SELF DEALING" OR A "TAXABLE EXPENDITURE" AS DEFINED IN RELEVANT STATE STATUTE OR FEDERAL IRS CODE.

#### **XII - CONTRACTS, LOANS, CHECKS, DEPOSITS; SPECIAL CORPORATION ACTS**

- A. CONTRACTS. THE BOARD OF DIRECTORS MAY AUTHORIZE ANY OFFICER OR OFFICERS, AGENT OR AGENTS, TO ENTER INTO ANY CONTRACT OR EXECUTE OR DELIVER ANY INSTRUMENTS IN THE NAME OF AND ON BEHALF OF THE CORPORATION AND SUCH AUTHORIZATION MAY BE GENERAL OR CONFINED TO SPECIFIC INSTRUMENTS.
- B. LOANS. THE CORPORATION SHALL NOT ALLOW ANYONE TO CONTRACT ON BEHALF OF IT FOR INDEBTEDNESS FOR BORROWED MONEY UNLESS THE BOARD OF DIRECTORS AUTHORIZES SUCH A CONTRACT BY RESOLUTION. THE CORPORATION SHALL NOT ALLOW ANYONE TO ISSUE EVIDENCE OF THE CORPORATION'S INDEBTEDNESS UNLESS THE BOARD OF DIRECTORS AUTHORIZES THE ISSUANCE BY RESOLUTION. THE AUTHORIZATION MAY BE GENERAL OR SPECIFIC.
- C. CHECKS, DRAFTS, ETC. THE BOARD OF DIRECTORS SHALL AUTHORIZE BY RESOLUTION WHICH OFFICER(S) OR AGENT(S) MAY SIGN AND ISSUE ALL CORPORATION CHECKS, DRAFTS

OR OTHER ORDERS FOR PAYMENT OF MONEY, AND NOTES OR OTHER EVIDENCE OF INDEBTEDNESS. THE BOARD OF DIRECTORS SHALL ALSO DETERMINE BY RESOLUTION THE MANNER IN WHICH THESE DOCUMENTS WILL BE SIGNED AND ISSUED.

- D. DEPOSITS. THE TREASURER OF THE CORPORATION SHALL OVERSEE THE DEPOSIT AND WITHDRAWAL OF ALL FUNDS OF THE CORPORATION, IN BANKS AND OTHER DEPOSITORIES; THE BOARD OF DIRECTORS SHALL AUTHORIZE BY BOARD RESOLUTION THE EXACT LOCATION OF THE BANKS AND DEPOSITORIES.

### **XIII - PARLIAMENTARY AUTHORITY**

A CURRENT EDITION OF ROBERT'S RULES OF ORDER SHALL GOVERN THE CONDUCT OF BUSINESS IN ALL CASES TO WHICH THEY ARE APPLICABLE. ALTERNATELY A SIMPLIFIED VERSION OF ROBERT'S RULES MAY BE ADOPTED BY THE BOARD SHOULD IT SO CHOOSE.

### **XIV - AMENDMENTS**

- A. ANY PROPOSED AMENDMENT TO THESE BYLAWS IS TO BE PRESENTED IN WRITING AT ONE BOARD MEETING AND VOTED UPON AT THE NEXT BOARD MEETING.
- B. RATIFICATION OF THE AMENDMENT REQUIRES A FAVORABLE VOTE BY A SIMPLE MAJORITY OF THE MEMBERS IN GOOD STANDING PRESENT AT THE MEETING.

### **XV - NON-DISCRIMINATION**

NAMI SOUTHWESTERN ILLINOIS SHALL NOT DISCRIMINATE AGAINST ANY PERSON OR GROUP OF PERSONS ON THE BASIS OF RACE, DISABILITY, CREED, SEX, SEXUAL ORIENTATION, RELIGION, OR AGE IN THE REQUIREMENTS FOR MEMBERSHIP, ITS POLICIES, OR ACTIONS.

### **XVI - RESOLUTION OF DISPUTES**

THE BOARD OF DIRECTORS OF THE CORPORATION SHALL BE INVESTED WITH THE AUTHORITY TO MEDIATE ALL DISPUTES BETWEEN ITS MEMBERS, OTHER NAMI AFFILIATES, STATE NAMI ORGANIZATION, AND THE NATIONAL NAMI. ALL DISPUTES MUST BE SUBMITTED IN WRITING TO THE PRESIDENT OF THE BOARD OF THE CORPORATION. IN THE EVENT THE DISPUTE CAN NOT BE RESOLVED WITHIN 90 DAYS FROM THE DATE RECEIVED THE DISPUTE, TOGETHER WITH THE NAMES OF THE PERSONS AUTHORIZED TO ACT ON BEHALF OF THE DISPUTANTS SHALL BE REFERRED TO THE NATIONAL NAMI BOARD OF DIRECTORS FOR FINAL AND BINDING RESOLUTION.

### **XVII – CONFLICT OF INTEREST**

ANY TRANSACTION IN WHICH A DIRECTOR OF THIS CORPORATION HAS A MATERIAL INTEREST SHALL BE APPROVED IN ADVANCE BY THE VOTE OF A MAJORITY OF DIRECTORS ON THE BOARD (OR A COMMITTEE THEREOF) WHO HAVE NO DIRECT OR INDIRECT INTEREST IN THE TRANSACTION, PROVIDED THE TRANSACTION MAY NOT BE APPROVED BY A SINGLE DIRECTOR. THE DIRECTORS SHALL APPROVE THE TRANSACTION IF (A) THE MATERIAL FACTS OF THE TRANSACTION AND THE

DIRECTOR'S INTEREST ARE DISCLOSED TO THE BOARD (OR TO A COMMITTEE THEREOF), AND (B) THE DIRECTORS IN GOOD FAITH REASONABLY BELIEVE THAT THE TRANSACTION IS NOT UNFAIR TO THE CORPORATION. IF A MAJORITY OF THE DIRECTORS WHO HAVE NO DIRECT OR INDIRECT INTEREST IN THE TRANSACTION VOTE TO APPROVE THE TRANSACTION, A QUORUM IS PRESENT FOR THE PURPOSE OF APPROVING THE CONFLICT OF INTEREST TRANSACTION. THE PRESENCE OF, OR A VOTE CAST BY, A DIRECTOR WITH A MATERIAL INTEREST IN THE TRANSACTION DOES NOT AFFECT THE VALIDITY OF ANY ACTION TAKEN UNDER THIS SECTION IF THE TRANSACTION IS OTHERWISE APPROVED AS PROVIDED FOR IN THIS SECTION. A CONFLICT OF INTEREST TRANSACTION IS NOT VOIDABLE OR THE BASIS FOR IMPOSING LIABILITY ON A NON-COMPENSATED DIRECTOR IF THE TRANSACTION WAS NOT UNFAIR TO THE CORPORATION AT THE TIME IT WAS ENTERED INTO OR IS APPROVED AS PROVIDED IN THIS SECTION OR AS OTHERWISE PERMITTED BY LAW

### **XVIII - DISSOLUTION**

NAMI SOUTHWESTERN ILLINOIS CAN EFFECT DISSOLUTION BY A SIMPLE MAJORITY OF THE MEMBERSHIP PRESENT AT A SPECIAL MEETING CALLED FOR THE EXPRESS PURPOSE OF SUCH ACTION PROVIDED THAT GOOD REASON FOR DISSOLUTION IS PROVIDED TO THE MEMBERSHIP AT LEAST 30 DAYS IN ADVANCE OF SUCH MEETING. ANY MONIES OR OTHER ASSETS BELONGING TO NAMI SOUTHWESTERN ILLINOIS SHALL BE TRANSFERRED TO WHATEVER ORGANIZATION, IN THE OPINION OF THE BOARD OF NAMI SOUTHWESTERN ILLINOIS AND WITHIN THE LAWS OF THE STATE OF ILLINOIS AND THE UNITED STATES GOVERNMENT, WOULD BE APPROPRIATE.

### **XIX – SEAL**

THE CORPORATION SHALL HAVE NO SEAL UNLESS THE BOARD DETERMINES THAT THE CORPORATION SHALL HAVE ONE.

### **XX - GENERAL AUTHORITY**

- A. WHENEVER NOT OTHERWISE PROVIDED IN THE CORPORATIONS 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 ILLINOIS.
- B. ALL FUNDS AND PROPERTIES BELONGING TO THIS CORPORATION SHALL BE APPLIED FOR THE PURPOSES FOR WHICH THIS CORPORATION IS FORMED AS SPECIFIED IN ITS ARTICLES OF INCORPORATION.
- C. THE BOARD MAY ACCEPT OR REJECT ON BEHALF OF THE CORPORATION ANY MONEY, SECURITIES, REAL OR PERSONAL PROPERTY, OR ANY OTHER PROPERTY, OR ANY SERVICES, OFFERED TO THE CORPORATION BY ANY PERSON, CORPORATION, OR OTHER ORGANIZATION, OR BY ANY FEDERAL, STATE OR OTHER GOVERNMENTAL AUTHORITY OR AGENCY, FOR ANY GENERAL OR SPECIFIC PURPOSES.
- D. IF ANY WORD, CLAUSE OR PROVISION OF THESE BY-LAWS SHALL, FOR ANY REASON, BE DETERMINED TO BE INVALID OR INEFFECTIVE, THE PROVISIONS HEREOF SHALL NOT OTHERWISE BE AFFECTED THEREBY BUT SHALL REMAIN IN FULL FORCE AND EFFECT.

- E.** PERMANENT RECORDS. THE CORPORATION SHALL MAINTAIN AS PERMANENT RECORDS MINUTES OF ALL MEETINGS OF ITS MEMBERS, BOARD OF DIRECTORS AND COMMITTEES OF THE BOARD OF DIRECTORS AND RECORDS OF ANY ACTIONS TAKEN BY THEM WITHOUT A MEETING.
- F.** OTHER RECORDS. THE CORPORATION SHALL MAINTAIN AT ITS PRINCIPAL OFFICE A COPY OF (A) THE CORPORATION'S CURRENT ARTICLES OF INCORPORATION AND BY-LAWS, INCLUDING ALL AMENDMENTS, (B) BOARD RESOLUTIONS RELATING TO THE CHARACTERISTICS, QUALIFICATIONS, RIGHTS, LIMITATIONS AND OBLIGATIONS OF THE MEMBERS, (C) MINUTES OF ALL MEMBER MEETINGS AND RECORDS OF ALL ACTIONS APPROVED BY THE MEMBERS FOR THE PAST THREE YEARS, (D) ALL WRITTEN COMMUNICATIONS TO ALL MEMBERS OR ANY SPECIFIC CLASS OF MEMBERS WITHIN THE PAST THREE YEARS, (E) A LIST OF THE NAMES AND ADDRESSES OF THE CORPORATION'S CURRENT DIRECTORS AND OFFICERS, (F) THE CORPORATION'S MOST RECENT ANNUAL REPORT FILED WITH THE SECRETARY OF STATE, AND (G) APPROPRIATE FINANCIAL STATEMENTS OF THE CORPORATION'S INCOME AND EXPENSES AND OTHER APPROPRIATE ACCOUNTING RECORDS. THESE RECORDS SHALL BE MAINTAINED EITHER IN WRITTEN FORM OR A FORM CAPABLE OF CONVERSION INTO WRITTEN FORM WITHIN A REASONABLE PERIOD OF TIME.
- G.** INSPECTION OF RECORDS. THE CORPORATION SHALL PERMIT THE MEMBERS TO INSPECT THE RECORDS OF THE CORPORATION MAINTAINED PURSUANT TO PARAGRAPHS E AND F OF THIS SECTION, PROVIDED THE CORPORATION SHALL NOT BE REQUIRED TO DISCLOSE ANY INFORMATION CONCERNING DONORS, GIFTS AND CONTRIBUTIONS. THE CORPORATION SHALL PERMIT THE DIRECTORS TO INSPECT THE CORPORATION'S RECORDS AT LEAST TO THE EXTENT PERMITTED BY LAW.
- H.** INSPECTION PROCEDURE. ANY RECIPIENT OR BENEFICIARY OF THE CORPORATION'S SERVICES OR ACTIVITIES (AND THEIR ATTORNEYS AND AGENTS) REQUESTING INSPECTION OF THE CORPORATION'S RECORDS MUST (1) GIVE THE CORPORATION WRITTEN NOTICE AT LEAST FIVE BUSINESS DAYS PRIOR TO THE DESIRED INSPECTION, (2) DESCRIBE WITH REASONABLE PARTICULARITY THE PURPOSE FOR INSPECTION AND THE RECORDS THE INDIVIDUAL DESIRES TO INSPECT, AND (3) DEMONSTRATE A DIRECT CONNECTION BETWEEN THE PURPOSE FOR INSPECTION AND THE REQUESTED RECORDS. THE CORPORATION MAY CHARGE A FEE FOR THE COST OF LABOR AND MATERIALS NECESSARY TO COMPLY WITH THE REQUEST.