

Bylaws of NAMI El Paso

ARTICLE I Organization

Section 1. Name

The name of the organization is NAMI El Paso, Inc., hereinafter referred to as NAMI El Paso.

Section 2. Affiliation

NAMI El Paso is associated with NAMI Texas and NAMI, the National Alliance on Mental Illness. NAMI El Paso shall be granted affiliate status by NAMI upon endorsement by the Board of Directors of NAMI Texas, and shall retain such affiliate status through continued compliance with the Standards of Excellence.

Section 3. Use of the NAMI Affiliate Name and Logo

NAMI El Paso acknowledges that NAMI controls the use of the name, acronym and logo of NAMI and that use shall be in accordance with NAMI policy. Upon termination of affiliation with NAMI, the uses of these names, acronyms and logos by NAMI El Paso shall cease.

Section 4. Seal

NAMI El Paso shall not have a corporate seal.

Section 5. Organizational Independence

NAMI El Paso is independent of other agencies and advocacy groups not affiliated with NAMI. NAMI El Paso will not share bylaws, articles of incorporation, or a board of directors with any other group.

Section 6. Location

The principal office of NAMI El Paso is located in the City of El Paso, County of El Paso, State of Texas.

Section 7. Purpose

The purposes for which NAMI El Paso is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Section 8. Mission

The mission of NAMI El Paso is to provide advocacy, education, support and public awareness so that all individuals and families affected by mental illness can build better lives.

Section 9. Vision

NAMI envisions a world where all persons affected by mental illness experience resiliency, recovery and wellness.

ARTICLE II **Membership**

Section 1. Definition

A member is any person who accepts the mission of NAMI, NAMI Texas, and NAMI El Paso and pays dues in the amount and manner established by NAMI. A member, as defined above and used henceforth, shall always mean a member in good standing as of the record date. NAMI El Paso members are also members of NAMI Texas and NAMI.

Section 2. Dues

NAMI El Paso will abide by the standardized dues structure as set forth by the national organization, NAMI. This includes an “open door” membership option defined by income or economic necessity. “Open door” members shall have all the rights and privileges as members who pay full dues.

Section 3. Rights and Privileges

Any member in good standing as of the record date may participate in voting procedures to nominate and elect Board Members as well as amend and adopt the Bylaws.

Section 4. Good Standing

For purposes of determining a member's right to vote, a member in "good standing" shall be defined as one in which the annual dues of the member have been received during the 12 months preceding the record date for NAMI El Paso.

ARTICLE III **Membership Meetings and Elections**

Section 1. Annual Meetings

The annual business meeting of the membership shall be held either during the month of January or February of each year, unless otherwise directed by the Board of Directors. The purpose of this meeting may include the election of Board Members and the adoption of any amendments to or revisions of the Bylaws. Written notice shall be mailed or sent via electronic communication to each member not less than thirty (30) days prior to the meeting. All membership business meetings shall be open meetings.

Section 2. Special Meetings

Special meetings may be called by the President or by a written request signed by at least one-half of the Board of Directors.

No business shall be transacted at special meetings except as stated in the notice of the meeting. Written notices of special meetings shall be mailed or sent via electronic communication not less than (seven) 7 days prior to the meeting.

Section 3. Record Date

The record date for determining members who are eligible to receive notice of the annual or special meeting of the membership, to vote, and to otherwise take action, shall be thirty (30) days prior to the annual or special meeting unless the Board of Directors adopts by resolution an alternate record date.

Section 4. Quorum

A quorum shall be established if either 20% of the membership is in attendance or 10% of the mail-in ballots are returned.

Section 5. Voting Process

Votes cast by NAMI El Paso members in good standing as of the record date shall be by official secret ballot in person or by mailed ballot provided by NAMI El Paso. Each member shall cast one vote.

A majority of the votes cast by members shall, except where otherwise required by law, by the Articles of Incorporation, or by these Bylaws, decide any issue brought before any regular or special meeting or by mailed ballot.

ARTICLE IV **Board of Directors**

Section 1. Composition

The Board of Directors shall consist of five (5) to fifteen (15) Directors, elected by the membership at its annual meeting.

Section 2. Qualifications

The Board of Directors shall be NAMI El Paso members in good standing, residents of El Paso County, and be willing to serve/fulfill their duties and elected term(s). They can also be NAMI members in good standing from adjacent Culbertson and Hudspeth Counties, and be willing to serve/fulfill their duties and elected term(s).

Section 3. Nominations

Nominations for all directors shall be made according to procedures developed by the Board of Directors.

Section 4. Terms of Office

Each term lasts 2 years. Directors may serve no more than two (2) consecutive full terms. The term of any Officer or Director shall be extended, if necessary, until his or her successor is duly elected. No immediate family members may serve as voting directors on the Board of Directors at the same time. No NAMI El Paso employee or employee's immediate family member shall serve on the NAMI El Paso Board of Directors as a voting member.

Section 5. Start of Term

New Directors will assume office after notification of the results of the election. At the first meeting of the Board of Directors after the election, the Board will elect the Officers from among the Directors. Officers serve a 1-year term and are eligible for re-election.

Section 6. Vacancies

In the case of any vacancy of one or more of the regular members of the Board of Directors, the Board of Directors shall nominate and appoint the person or persons who shall fill the vacancy or vacancies for the remaining unexpired term or terms.

Section 7. Removal of a Director

Any Director who has three (3) absences from scheduled Board of Directors meetings within a twelve (12) month period, and who has not notified nor been excused by the President for those meetings, shall be removed from office.

Whenever in its judgment the best interests of NAMI El Paso 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. Such action must occur at a Board meeting.

ARTICLE V **Directors' Meetings**

Section 1. Regular Meetings

The Board of Directors shall meet at least eight times per year at such time and place as the Board of Directors selects. Written notice shall be mailed or sent via electronic communication to each member of the Board of Directors not less than ten (10) days prior to the meeting. Meetings of the Directors and/or Committees may be held by teleconferencing, provided that all the members participating can hear and speak to each other simultaneously.

Section 2. Special Meetings

Special meetings may be called by the President or by written request of at least five (5) Directors. Members of the Board of Directors shall be notified about the meeting in writing not less than three (3) days prior to the meeting. The time, place, and purpose of the meeting shall be stated in the notice.

Section 3. Meeting Agenda

A published agenda shall be the order of business for all Board of Directors meetings.

Section 4. Quorum

The meeting must be attended by at least fifty percent (50%) of the Directors who are eligible to vote in order to constitute a quorum for the purpose of conducting the

business of the organization; 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.

Section 5. Governing Powers

The Board of Directors 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 El Paso. 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.

Section 6. Duties

In addition to the responsibilities vested in them by these Bylaws, the Directors shall be vested with the responsibility to execute the mission of the organization. It shall be the continuing responsibility of the Board of Directors to evaluate the overall function of the organization to ensure that the purposes are being adequately served.

All Board Members are expected to be supporters of the organization—to attend and participate in meetings, to contribute financially to the extent possible, and to make investments of their time and their talents.

The Board of Directors shall have the final authority to resolve the interpretation of any conflicts or ambiguities in the Bylaws.

ARTICLE VI **Officers**

Section 1. Designation

The Officers of NAMI El Paso shall be President, Vice President, Treasurer and Secretary. Officers may hold only one office at a time. Members of the Board of Directors shall elect the officers from among the Directors, and they shall take office at the conclusion of the meeting in which they are elected. The term of any Officer may be extended if necessary until his or her successor is duly elected.

Section 2. Duties of Officers

President: The President shall have the authority for the general supervision of the affairs of NAMI El Paso under the direction of the Board of Directors. The President shall appoint committees and assure that the organization's objectives are executed in the best possible manner. The President shall also set the official meeting agenda and preside at all meetings of the organization. The President shall be the chief

executive officer and shall have general supervision of the affairs of the corporation under the direction of the Board of Directors and the Executive Committee.

Vice-President: The 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 Vice President shall aid the President in the performance of such duties as may be assigned by the President.

Secretary: The Secretary (or designee) shall keep records of Board actions, including the taking of official minutes, sending out of meeting announcements, distribution of copies of minutes and agendas to each Board member, oversight of nominee and elections information, and assuring that corporate records are maintained. The Secretary or designee shall email or submit to each Director, within ten (10) days, a draft of the minutes of each meeting. Minutes shall be corrected and accepted at the next meeting.

Treasurer: The Treasurer shall have the responsibility for all monies, securities and other valuable properties of NAMI El Paso. He or she shall ensure that a full and accurate account of receipts and disbursements is kept in records. Written detailed accounts of financial transactions should be provided regularly or upon request.

ARTICLE VII **Executive Director**

The Board of Directors may choose to employ an Executive Director to run the day-to-day operations of NAMI El Paso. The Executive Director of NAMI El Paso is under the direction of the Board of Directors and the Executive Committee. The Executive Director reports to the President of NAMI El Paso as well as to the full Board of Directors, and is responsible for the oversight of and the daily operation of the organization. The Executive Director has the authority to hire and dismiss employees and agents of NAMI El Paso. The Executive Director is to send out notices of meetings. The Executive Director shall have no voting rights on the Board of Directors.

ARTICLE VIII **Committees**

Section 1. Structure

The Board may create and dissolve committees as needed. These may include committees such as nominating, financial/audit, membership, resource development, public relations, etc. The Board President appoints all committee chairs. With the exception of the Executive Committee, committee members who are not serving in the role of committee chair are not required to be current Board Members.

Section 2. Executive Committee

The Executive Committee shall consist of the four (4) elected officers of NAMI El Paso and the chairs of the Board approved committees. NAMI El Paso's immediate past president is invited to be part of the Executive Committee as ex-officio.

ARTICLE IX **Finances**

Section 1. Fiscal

The fiscal year shall begin on the first day of January and conclude on December 31st.

NAMI El Paso's Executive Committee will prepare a draft annual operating budget for approval by the Board of Directors prior to or at the first meeting of the Board held in the budget year.

Section 2. Contracts

The Board of Directors may authorize any two (2) Officers as agents of NAMI El Paso, who may enter into any contract or execute and deliver any instrument in the name of and on behalf of NAMI El Paso, and such authority may be general or confirmed to specific instances. Budgeted items may be spent as needed, not to exceed the budgeted amount. Non-budgeted, discretionary monies must have Board of Director approval to spend more than \$250 in a single month.

Section 3. Checks

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NAMI El Paso shall be signed by Officers or such agent as assigned by NAMI El Paso. Payments should not exceed forty five (45) days of due date.

Section 4. Deposits

All funds of NAMI El Paso shall be timely deposited to the credit of NAMI El Paso in such bank, trust companies, or other depositories as the Board of Directors may select.

Section 5. Contributions

The Board of Directors may accept on behalf of NAMI El Paso any contribution, gift, bequest, or donation for the general purpose or for any special purpose of NAMI El

Paso. Any contribution, gift, bequest, or donation shall be placed in general funds unless otherwise stipulated, and shall be dispersed by NAMI El Paso through normal budget authorizations. Directors may not accept personal donations except in cases in which refusing the personal donation would cause undue rejection of the donating party; in cases such as these, the Director should kindly accept the personal donation respectfully, and then determine if there is any possible way to use that donation in the affiliate.

ARTICLE X
Records

NAMI El Paso shall keep correct and complete books and records of accounts, and shall keep minutes of proceedings of its Board of Directors and committees.

ARTICLE XI
Non-Discrimination

Neither NAMI El Paso nor its Board of Directors shall discriminate against any person or group of persons on the basis of race, ethnicity, creed, culture, national origin, faith, disability, gender, gender identity, sexual orientation, religion, socio-economic status, age, or lived experience, in requirements of membership, its policies or actions.

ARTICLE XII
Indemnification of Directors & Officers

No Director of NAMI El Paso shall be liable to NAMI El Paso or its members for damages for an act or omission in a Director's capacity as Director, except to the extent otherwise provided by a statute of the State of Texas. NAMI El Paso may indemnify persons from whom indemnification is permitted by the Texas Business Organizations Code, Chapter 22, Section 8.151 and the Texas Civil Practices Code, Chapter 84. The Board of Directors shall have the power to define the requirements and limitations for NAMI El Paso to indemnify Directors, Officers, employees, volunteers, or others related to NAMI El Paso, as required by NAMI.

ARTICLE XIII
Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code, Title 2, Chapter 22, Section 22.217—Notice of Meeting, Waiver of Notice, or under the provisions of the NAMI El Paso Articles of Incorporation or Bylaws, 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 XIV
Amendments & Revisions

Section 1. Revision or Amendments to Bylaws

Any NAMI El Paso member may propose revisions or amendments. Any such proposals should be submitted to the Secretary in writing not less than thirty (30) days prior to the date of the next annual or special meeting of the membership. All proposed revisions or amendments shall be reviewed and commented on by the Board of Directors, then communicated with the membership for a vote. A two thirds (2/3) majority of the members in good standing casting votes shall be required to revise or amend the Bylaws. Amendments and/or revisions to the NAMI El Paso Bylaws shall become effective immediately after the meeting in which such amendments and/or revisions are approved.

Section 2. Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation may be recommended to the members by a resolution of the Board of Directors. A vote of two thirds (2/3) of the members casting votes at an annual or special meeting shall be required to amend the Articles of Incorporation.

ARTICLE XV
Dissolution

Upon the dissolution of NAMI El Paso its governing body shall, after paying or making provisions for the payment of all of the liabilities of the organization, distribute its assets to one or more other non-profit corporations that are described in Section 501(c)(3) of the Internal Revenue Code and share the same or similar purposes, according to the procedures outlined in the Texas Business Organizations Code, Chapter 22, Subchapter G.

ARTICLE XVI
Parliamentary Authority

Parliamentary authority shall be based on the current edition of Robert's Rules of Order—Newly Revised, so long as they do not conflict with existing Bylaws.

CERTIFICATION

These Bylaws were approved by two-thirds (2/3) vote of the members casting votes at a meeting of the NAMI El Paso membership held on February 9, 2016.

Clemencia L. Prieto, President

Maria Baxley Reyes, Secretary

(Once approved, these Bylaws should be signed by the Officers indicated above.)