

BY-LAWS

NAMI TALLAHASSEE, INC.

ARTICLE I

NAME

- 1.1 The name of this non-profit organization shall be NAMI TALLAHASSEE, INC., also known as NAMI Tallahassee. The corporation may also use the name National Alliance on Mental Illness of Tallahassee. NAMI Tallahassee shall be affiliated with NAMI, Inc. (National NAMI) and NAMI Florida, Inc. (NAMI Florida).
- 1.2 NAMI Tallahassee 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 Tallahassee shall cease.
- 1.3 Within 30 days of termination, NAMI Tallahassee will change its name to reflect that it is no longer connected to NAMI.

ARTICLE II

MISSION

- 2.1 NAMI Tallahassee is a nonprofit organization that provides support, education, and advocacy throughout the Leon County area on behalf of individuals and families affected by mental illness.

ARTICLE III

MEMBERSHIP

- 3.1 Member is (i) a person with a mental illness, or (ii) a relative of a person with a mental illness, or (iii) a person who accepts the mission of NAMI. A member accepts the mission of NAMI and pays dues. A member may be one individual, a family of individuals living in one household that is counted as one for purposes of paying dues and voting. Any person may become a member through an "Open Door" policy that allows for a reduced or no dues payment. "Open Door" members are defined by income or economic necessity.
- 3.2 Voting Rights. A member who is in good standing shall have the right to nominate and elect members of the Board of Directors of the corporation, to adopt and amend the bylaws of the corporation, and to vote at all membership meetings of the corporation.
- 3.3 Termination of Membership. Any member may terminate membership in the Corporation at any time by giving written notice to the Secretary of the Corporation. Such termination shall become effective as of the date of its receipt by the secretary.
- 3.4 Dues. Each member must pay dues in amounts to be fixed from time to time by the NAMI National Board. Dues are paid to NAMI Tallahassee annually. Those members who have paid in a timely way, or whose membership is under open door status and noticed to NAMI Tallahassee shall be members in good standing.

ARTICLE IV

MEETINGS

- 4.1 Meetings of the Members. There shall be at least one annual membership meeting during each calendar year. The annual meeting of the members of the corporation is for the election of the Board of Directors and for the transaction of such other business as may properly come before such meeting. The Board of Directors shall determine the date, time and place of the annual meeting each year.
- 4.2 Place and Time of Meetings of the Members. Each meeting of the members of the Corporation shall be held at the place and time specified in the notice thereof.
- 4.3 Written Notice of Meetings. Written notice of each meeting of the members of the Corporation shall be given not less than 10 days nor more than 60 days before the day on which such meeting is to be held. Notice shall conform with Florida Statue Chapter 618, Section 617.0141. The notice shall state the place, day and hour of the meeting, and in the case of a special meeting, shall also state the general nature of the business to be transacted.
- 4.4 Quorum. Fifteen members in good standing of the Corporation shall constitute a quorum for any meeting at which a vote is to be taken. In the absence of a quorum, a majority of the members present may, by resolution, adjourn the meeting from time to time for a period not exceeding 45 days in any one case. At any duly adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

ARTICLE V

BOARD OF DIRECTORS

- 5.1 Powers. The activities, affairs and property of the Corporation shall be managed, directed and controlled, and its powers exercised by and vested in the Board of Directors. The Board of Directors shall establish the policies of NAMI Tallahassee 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.
- 5.2 Number of Directors and Qualifications. The Board of Directors shall consist of not more than eleven (11) members, who shall be elected by the members of the Corporation. Board members must be voting members in good standing of the corporation of NAMI Tallahassee. The Board of Directors shall be NAMI Tallahassee members and consist of at least eighty (80) percent persons who have or have had a mental illness, or parents/caregivers or other relatives/significant others thereof.
- 5.3 Term and Selection of Directors
- A. Term of Directors. Board members elected by the membership shall serve for three years except as hereinafter specified below and shall have one vote on the Board. A director so elected may serve for two consecutive three year terms. After one or more year's absence from the board, that individual may seek re-election. The term of all

directors shall commence immediately after their election. It is the intent of this section that the terms of Directors be staggered so that not more than one-third of the directors shall be elected in each year. The immediate past president of NAMI Tallahassee shall be an ex-officio member of the Board without vote, in the event he or she has finished his or her term as an elected director.

- B. Selection of Directors. Nominees shall be taken from a list of candidates compiled by the Nominating Committee. Nominations for elected directors shall be made by a member in good standing who may nominate him or herself. A member may nominate only one individual to be a candidate for director. Nominations shall be made in writing and sent to the chair of the Nominating Committee of NAMI Tallahassee, together with the Acceptance of Nomination of member, signed by Nominee, not less than sixty (60) days prior to the annual meeting. The slate of nominees with resume shall be sent to each voting member at least 30 days prior to the Annual Meeting and shall be included in the Notice of meeting.
- 5.4 Resignation. Any director may resign at any time by delivering a written resignation to the President or the Secretary of the Corporation. Such resignation shall be effective upon receipt, unless otherwise provided by the terms thereof.
- 5.5 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.
- 5.6 Removal. Any Board Member who shall have been absent from two (2) consecutive regular meetings of the Board of Directors without just cause as determined by the Board of Directors shall be cause for removal of that Director; however, the Board shall consider each absence of a Board Member as separate circumstance and may expressly waive such absence by a two-thirds (2/3) vote of the Board members present at that meeting. Any director may be removed for cause at any time by the affirmative vote of two-thirds of the members of the Board of Directors. Proper notice specifying the proposed removal shall be given prior to any meeting of the Board of Directors at which such removal shall be considered.
- 5.7 General Powers. Subject to the provisions of the Florida Not for Profit Statute, Ch 617 and any 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.

ARTICLE VI

CONFLICT OF INTEREST

- 6.1 Conflict of Interest. All Board members are required to sign the NAMI Tallahassee Conflict of Interest disclosure form annually.

ARTICLE VII

DIRECTORS' MEETINGS

- 7.1 Annual. The annual meeting of the NAMI Tallahassee Board of Directors shall be held in December of each year. The election of officers will take place at this meeting.
- 7.2 Regular. In addition to their annual meeting, regular meetings of the Board of Directors shall be held at such times with such frequency as the Board of Directors may determine; provided that there are no fewer than six regular meetings annually.
- 7.3 Special. Special meetings of the Board shall be called upon the request of the President or one-third of the Board.
- 7.4 Place of Meeting. Each meeting of the Board of Directors shall be held at such place as shall be specified in the notice thereof or by telephone conference call.
- 7.5 Notice. Notice of each special meeting of Board of Directors shall be mailed to each director's residence or place of business not less than 5 days prior to meeting or notified by telephone, facsimile, electronic mail 2 days before the day of the meeting. Each such notice shall state the general nature of the business to be transacted, the day, time, and place of such meeting, and by whose request it was called. Notice of any meeting of the Board of Directors need not be given to any director who shall waive such notice in writing.
- 7.6 Quorum. A majority of the Board of Directors then serving shall constitute a quorum at the annual meeting and at any regular or special meeting of the Board; and a majority of those present in either case shall have power to vote in all matters.
- 7.7 Duties. The Board of Directors is responsible for overall policy and direction of NAMI Tallahassee. The board receives no compensation other than for reasonable expenses incurred in service to the organization. At all meetings of the Board of Directors, all matters shall be decided by a majority vote of the directors present at the meeting, a quorum being assembled. In the event that the presence of board members is not possible, meetings and binding votes may be held by conference call or by other electronic means, provided that a quorum of board members participate in such meetings.

ARTICLE VIII

OFFICERS

- 8.1 Election The election of officers shall take place at the board meeting immediately following the annual meeting at which new directors are elected to the board.
- 8.2 Officers shall be Board members.
- 8.3 President. 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. 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.

- 8.4 First Vice-President. The First Vice President shall succeed to the Presidency in the case of a vacancy in that office and shall perform the duties of that office in the absence of 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 First 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. The First Vice President shall undertake such other duties and responsibilities as the President or the Board of Directors may assign.
- 8.5 Second Vice President. The Second Vice President shall succeed to the First Vice-Presidency in the case of a vacancy in that office. The Second Vice President shall undertake such other duties and responsibilities as the President or the Board of Directors may assign.
- 8.6 Secretary. The Secretary shall identify those present, record all votes taken and author a brief summary of issues discussed at Membership Meetings, Executive Committee and Board Meetings. The Secretary will submit meeting minutes within fourteen (14) days from the previous Board meeting for distribution, Board approval and filing as a permanent record.
- 8.7 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 will present an annual report to the Board of Directors within sixty (60) days after close of the fiscal year, listing all receipts and disbursements by budget categories. The Treasurer shall present the books for audit at such times as required by the State of Florida.
- 8.8 Subordinate Officers. The Board of Directors from time to time may appoint such other officers or agents as it may deem advisable, each of whom shall have such title, hold office for such period, have such authority and perform such duties as the Board of Directors from time to time may determine. The Board of Directors may delegate to any committee or officer or agent the power to appoint any such subordinate officers or agents, and to prescribe their respective titles, terms of office, powers and duties.
- 8.9 Records. Officers of the corporation shall make available for inspection at reasonable times to any member of the corporation and to the Board of Directors all official records of the corporation for which they are responsible. Upon leaving office, each officer shall turn over to his or her successor in good order such money, books, records, documents, and other property of the corporation as have been in his or her custody during his or her term of office.

ARTICLE IX

COMMITTEES

- 9.1 **Executive.** There shall be an executive committee, which consists of the President, First Vice-President, Second Vice-President, Secretary and Treasurer. The immediate past President of NAMI Tallahassee shall serve as ex-officio member, without vote, of the Executive Committee. A quorum shall consist of at least three (3) committee members. The Executive Committee may exercise all of the powers of the Board of Directors, unless the powers of the Executive Committee are expressly limited by resolution adopted by the Board of Directors or any committee thereof. The Executive Committee shall keep regular minutes of all business transacted by it, and of all actions taken in connection with the affairs of the Corporation and such minutes shall be reported at each meeting of the Board for approval and ratification by the Board of actions taken by the Executive Committee. Said business and actions shall be subject to revision, election and approval by the Board of Directors of the Corporation; provided that the Board of Directors shall have no power to revise, alter or disapprove any lawful action of the Executive Committee to the prejudice of third parties.
- 9.2 **Standing.** 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. There shall be a Board Nominating Committee, comprised of three directors, one of these being the Chair of the committee. Members of the Nominating Committee shall not be eligible for office. Members and the Chair of the committee shall be appointed by the President to hold office until the next Annual Meeting of the Board of Directors. The duties delegated to the Committee from time to time by the Board of Directors, shall include responsibility to seek, identify, recruit and develop candidates for the Board of Directors.
- 9.3 **Other.** The President shall appoint all other committees with approval of the Executive Committee.

ARTICLE X

EXECUTIVE DIRECTOR

- 10.1 An Executive Director may be employed by the Board of Directors and shall have general direction of and supervision over the day-to-day affairs of NAMI Tallahassee. The Executive Director shall provide organizational leadership and exercise such authority and perform such duties as the President, on behalf of the Board of Directors, may assign.

ARTICLE XI

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AGENTS

- 11.1 The NAMI Tallahassee officers and directors shall be indemnified to the fullest extent provided by law for actions taken in service to the organization, except for any action determined by the Board of Directors to have been taken in bad faith. The Board of Directors has the authority to indemnify any employees and agents of the organization to the fullest extent provided by law for actions taken in service to the organization, except for any action determined by the Board of Directors to have been taken in bad faith.

- 11.2 In any suit or legal action, the Board of Directors shall have the authority to advance legal fees and other costs incurred by an indemnity. If any such action results in a determination of bad faith, indemnity shall reimburse NAMI Tallahassee for any advanced fees and costs.
- 11.3 Insurance and Other Indemnification. The Board of Directors shall have the power instruct the President to cause to be purchased and maintained, at the Corporation's expense, insurance on behalf of the corporation, its Board of Directors and on behalf of others, to the extent that power to do so has been or may be granted by statute, and to give other indemnification to the extent permitted by law.

ARTICLE XII

REVISION OR AMENDMENTS

- 12.1 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 majority of the members voting shall be required to revise or amend the bylaws, provided a quorum is present.

ARTICLE XIII

DISPUTE RESOLUTION

- 13.1 A dispute between NAMI Tallahassee and one or more of its members may be referred to the President of NAMI Tallahassee for resolution. Upon receipt of a written notice of a dispute, a committee of three members of NAMI Tallahassee will be appointed to mediate the dispute, one selected by each of the parties to the dispute, and the third person is selected by the two people who were appointed by the disputing parties. If the dispute is resolved, the committee will report the resolution in writing to the President of NAMI Tallahassee. If the dispute cannot be resolved within ninety (90) days from the receipt of the notice, the NAMI Tallahassee President shall refer the dispute, together with the names of the persons authorized to act on the behalf of the member to the NAMI Tallahassee Board of Directors for final and binding resolution.

ARTICLE XIV

NON-DISCRIMINATION

- 14.1 NAMI Tallahassee adheres to and supports all laws regarding discrimination. The law prohibits, and NAMI Tallahassee will not tolerate, discrimination on the basis of race, color, religion, creed, national origin or ancestry, ethnicity, familial status, sex, gender (including gender nonconformity and status as a transgender or transsexual individual), age, physical or mental disability, citizenship, past, current or prospective service in the uniformed services, genetic information or any other characteristic protected under applicable federal, state or local law.

ARTICLE XV
INDEPENDENCE

- 15.1 NAMI Tallahassee 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 XVI
DISSOLUTION

- 16.1 In the event NAMI Tallahassee should be dissolved, all assets remaining, after the payment of all debts and obligations, shall be distributed to NAMI Florida, the incorporated state nonprofit organization, in accordance with Florida laws. If that entity is not in existence or is not then exempt within the meaning of 501(c)(3) of the Internal Revenue Code, NAMI National, the incorporated national nonprofit organization who shares similar goals and missions as NAMI Tallahassee, shall be granted all assets remaining.

ARTICLE XVII
CONDUCT OF MEETINGS

- 17.1 The conduct of all meetings shall be according to the most currently revised Roberts Rules of Order to the extent that said Rules of Order are consistent with the laws of the State of Florida and said Rules of Order shall be the final authority, unless otherwise provided in accordance with the By-Laws.

These bylaws were amended on _____, 2017 by the Board of Directors and approved by the membership on _____, 2017.

Matthew Liebenhaut, Esq.
President

Certificate of Secretary

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of NAMI Tallahassee, a Florida not-for-profit corporation, and that the foregoing By-Laws constitute the By-Laws of said Corporation as duly adopted by the membership on _____.

IN WITNESS WHEREOF, I have hereunto subscribed my name on the ____ day of _____, 2017.

Nancy O'Farrell
Secretary of the Corporation