



nami | **Ventura County**
National Alliance on Mental Illness

BYLAWS 2009

ARTICLE I – NAME AND PLACE OF ORGANIZATION

SECTION 1: NAME - The name of this nonprofit organization is NAMI Ventura County, State of California.

SECTION 2: PLACE - The principal office of this organization shall be located in the county of Ventura, State of California.

ARTICLE II – PURPOSES / MISSION AND NONPROFIT STATUS

SECTION 1: PURPOSES / MISSION – The purposes / mission of this organization are to:

A. Provide support and education to families and persons affected by major mental illness such as schizophrenia, bipolar disorder and major depression.

B. Advocate for persons with major mental illness in the community, in treatment settings, and in jail.

C. Educate the community about major mental illness in order to promote understanding and help remove the associated stigma and discrimination.

D. Work for funding of research, housing and improvement of treatment modalities for persons with major mental illness.

SECTION 2: NONPROFIT STATUS – The Corporation is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III – MEMBERSHIP REQUIREMENTS

SECTION 1: ELIGIBILITY – Membership is open to all persons who believe in NAMI Ventura County’s mission, and to anyone interested in improving the lives of persons affected by mental illness.

SECTION 2: MEMBERSHIP AND VOTING RIGHTS – A person becomes a member upon receipt of dues. Each member shall be entitled to one vote on each matter submitted to vote. (Also see Article IX, Section 1.)

SECTION 3: TERM OF MEMBERSHIP – The term of membership shall be one year with a rolling membership renewal.

SECTION 4: LIABILITY – No member of this organization shall be personally or otherwise liable for any of the debts, liabilities or obligations of this organization. However, all members are required to act under the rules and sanctions of these Bylaws.

SECTION 5: DISCIPLINE – Charges of working against the principles and purposes of this organization may be filed against a member by complying with the following procedures:

A. Provide a written statement of the charges signed by five members in good standing and sent to the Executive Officers.

B. The accused member shall be notified in writing of the action and shall have the privilege of being present at a special or regular meeting of the Board of Directors, at which time the charges will be considered.

C. The member may be suspended by a two-thirds vote or expelled by a three- fourths vote of the Board of Directors.

ARTICLE IV – THE EXECUTIVE OFFICERS

SECTION 1: THE EXECUTIVE OFFICERS - Shall consist of five elected officers: The President, Vice President Governance, Vice President Special Projects, Secretary, and Treasurer.

SECTION 2: QUALIFICATIONS AND RESPONSIBILITIES – The Executive Officers must be members of NAMI Ventura County in good standing and will be elected by the general membership for a term of one year. The Executive Officers may conduct business for recommendation to the Board of Directors. They shall be empowered when emergencies and time sensitive issues arise to make decisions and act on behalf of the Board of Directors and the organization. To commit funds or services ratification by the Board of Directors is required.

SECTION 3: MEETINGS – The Executive Officers may convene whenever action items require resolution. All meetings shall be conducted under the latest version of Roberts Rules of Order.

SECTION 4: QUORUM – A quorum shall be three or more of the five Executive officers. A quorum must be present to conduct business of an Executive Officers Meeting. Any measure adopted will require approval of 3 out of 5 of the Executive Officers.

SECTION 5: TIMELINESS – In time-sensitive instances, voting of the Executive Officers can occur by telephone, fax, e-mail, and/or regular mail.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1: COMPOSITION – The Board of Directors must be members of NAMI Ventura County in good standing and shall consist of the five elected officers, Directors at Large, and appointed Committee Chairpersons. The Directors at Large and Committee Chairpersons must be approved by a vote of the Board of Directors as specified in Article V, Section 5. Each member of the Board of Directors will have one vote.

SECTION 2: THE BOARD OF DIRECTORS – Shall be responsible for the conduct of the business of the organization and shall exercise all powers inherent in the organization except those reserved to the membership.

SECTION 3: DUTIES – The Board of Directors shall handle the regular business and management of the organization. The Board of Directors shall approve interim officers to fill vacancies as required. The Board of Directors will review the budget proposed for each upcoming year. After any adjustments on the part of the Board of Directors, the approved budget will be submitted to the membership for ratification no later than the February meeting of the following year. The Board of Directors shall cause an audit of the financial statements of the organization to be made as needed. A copy of the audit shall be available for examination by each of the directors of the organization.

SECTION 4: MEETINGS – The Board of Directors shall convene monthly and/or whenever action items require resolution. All meetings shall be conducted under the latest version of Roberts Rules of Order.

SECTION 5: QUORUM – A quorum shall be one-half of the membership of the Board of Directors plus one. A quorum must be present to vote on any matter at a Board of Directors meeting. Any measure adopted will require approval of the majority (at least 51 percent) of the Board of Directors present or represented by proxy. Any member of the Board of Directors who must be absent from a meeting can send a written proxy by mail, fax or email to the NAMI Ventura County office or through another board member.

SECTION 6: VOTING RIGHTS – Any member of the Board of Directors missing three consecutive regularly scheduled monthly board meetings without notifying the board and assigning a proxy will be removed from office.

SECTION 7: CONFLICT OF INTEREST – A member of the Board of Directors cannot be a paid employee of the organization or otherwise transact for-profit business with the organization. A member of the Board of Directors may receive a stipend for services not related to Board business only when a stipend is considered a routine practice of the organization for other volunteers. The assignment of positions associated with a stipend will be made by the Executive Director in consultation with the Board and not by any Board Member(s) that might benefit from a particular stipend-awarding assignment.

SECTION 8: HONORARY BOARD MEMBERS AND LIFETIME HONORARY BOARD MEMBERS – Are considered members at large with no voting rights. The

Board of Directors will nominate Honorary Board Members for a two year term. It is expected that Honorary Board Member promote the mission of NAMI Ventura County. The Board of Directors may also nominate an individual as a Lifetime Honorary Board Member. Lifetime Honorary Board Members are appointed for life and no renewed term is required. Lifetime Honorary Board Members will have had a long, sustained history of contributing to the organization and mission of NAMI Ventura County.

SECTION 9: ADVISORY BOARD MEMBERS – Are people who believe in NAMI Ventura County’s mission and will make themselves available to advise, consult and offer their expertise on matters under discussion. Advisory Board Members are appointed and retained at the discretion of the Board of Directors with no term limit.

ARTICLE VI – OFFICERS, DUTIES, TERMS OF OFFICE, KEY PERSONNEL

SECTION 1. EXECUTIVE OFFICERS AND DUTIES – There shall be five elected officers with the following duties:

A. President – Presides at general monthly business meetings and Board meetings. The President appoints persons to chair the standing committees subject to approval of the Board of Directors. He/she serves as a liaison to the standing committees as needed and assists to coordinate activities across committees. The President assists the NAMI Ventura County’s Executive Director in representing the organization in the community in keeping with the organization’s mission. The President votes only to break a tie vote. The President has the authority to sign legal documents on behalf of the organization. This authority does not extend to committing funds or services without the prior approval of the Board of Directors. The President can assign a proxy to conduct various duties on behalf of the organization as needed.

B. Vice President Governance: Performs the duties of the President in his/her absence and shall act as Parliamentarian. The Vice President Governance is responsible for monitoring the maintenance of current policies, procedures, and bylaws, election management, and other logistics required for the operation of the NAMI Ventura County Board of Directors.

C. Vice President Special Projects: Directs and coordinates large scale special projects that require coordination across several committees. This may include coordination of one large task such as the NAMI WALK or the coordination of other tasks such as the development of a grant application. The task for the Vice President Special Projects shall be determined by the Board of Directors in collaboration with NAMI Ventura County's Executive Director.

D. Secretary: Handles correspondence coming directly from the Board of Directors, maintains or monitors the documentation for minutes, minute approval, and minute revisions for the general monthly meetings and the Board of Directors meetings as required under the law. The Secretary solicits items, creates and distributes the Agenda for the Board of Director meetings. He/she emails or makes arrangements for the Board of Directors to receive documents in a timely manner prior to the meetings. The Secretary

monitors the maintenance of archival records for the Board of Director meetings including email logs for business that takes place by email .

E. Treasurer: The Treasurer shall have supervision and custody of all monies, securities and other valuable properties of the corporation and shall cause to be kept full and accurate accounts of the receipts and disbursement of the corporation in books belonging to it. The Treasurer shall cause all monies and other valuable effects to be deposited in the name and to the credit of the corporation in such accounts and in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse and supervise the disbursement of funds of the corporation in accordance with authority of the Board of Directors, taking proper vouchers therefore. The Treasurer shall render to the President and Directors, whenever required, a written detailed account of his transactions as Treasurer and of the financial condition of the corporation, including a statement of all its assets, liabilities, and financial transactions. The Treasurer shall further perform such other duties as the President or Board of Directors direct and such other duties as usually pertain to the office of treasurer including coordinating an annual budget with the counsel of the Board of Directors and Executive Director. The Treasurer may, with the consent of the Board of Directors, assign such duties to the staff of the corporation. The Treasurer shall be relieved of all of the responsibility for any securities or monies or the disbursement thereof committed by the directors to the custody of any other person or corporation, or the supervision of which is delegated by the Board of Directors to any other officer, agent or employee, and the Treasurer shall not be responsible for any action of any officer, agent or employee of the corporation.

SECTION 2. DIRECTORS AT LARGE: Will consist of Board appointed representatives of NAMI Ventura County who advise and/or perform duties on behalf of the organization. Directors at Large will each have one vote and will agree to serve for two years.

SECTION 3. COMMITTEE CHAIRPERSONS: Will consist of a Chairperson for each standing committee, with appointment approved by the Board of Directors. The Chairperson will be responsible for ensuring that the committee addresses the Board assigned priorities, shares Board agenda items with committee members and report on the committee activities at the Board Meetings. Each designated Committee Chairperson will have one vote and will agree to serve for a two year period.

SECTION 4. REPLACEMENT: An Executive Officer or Board Member who does not, or becomes unable, to fulfill the assigned responsibilities may be replaced by the majority vote of the Board of Directors. Appointment of a replacement shall be made by the President and approved by the Board of Directors. Board members may be removed by a two-thirds vote of the Board of Directors for breach of trust and/or gross misconduct.

SECTION 5. EXECUTIVE DIRECTOR: 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 the organization. The Executive Director shall exercise such authority and perform such duties as the Board of Directors may from time to time assign the Executive Director. The duties of the Executive Director shall be specified in a job

description approved by the Board of Directors. The Executive Board is responsible for conducting a performance review to monitor the performance of the Executive Director on an annual basis.

ARTICLE VII – COMMITTEES AND DUTIES

SECTION 1: COMMITTEES AND DUTIES – The Board of Directors will designate committees and duties for each committee that will assist with the ongoing operations of the organization and that support the mission of NAMI Ventura County. The Board of Directors will specify and approve the duties assigned to each committee. Committees may be added or changed as the need arises.

SECTION 2: FAMILY SUPPORT – Meetings and classes are held at various times and places throughout the county for the purpose of mutual support and education. Each person representing NAMI Ventura County by teaching classes, facilitating groups or providing other NAMI services:

- must be a current NAMI member
- must be approved by the Board or its designee
- must receive the appropriate training
- must conform to NAMI standards

At the discretion of the Board, approval to represent NAMI may be revoked.

ARTICLE VIII – ELECTIONS

SECTION 1: NOMINATIONS – At the first general meeting in September, the Board of Directors shall appoint a Nominating Committee to nominate a slate of candidates for the Executive Officers. A report of the Nominating Committee shall be made at the first general meeting in October and a slate of elective officers shall be presented. Candidates must be members of the organization in good standing.

A. A Director at Large or Committee Chairperson can be nominated by any member of the Board of Directors throughout the year, subject to approval of the Board of Directors. All new members approved by the Board of Directors will receive a current copy of the bylaws and asked to sign a copy of the code of ethics.

SECTION 2: ELECTION PROCEDURE – The Nominating Committee shall conduct the election of the Executive Officers at the first general meeting in November. Nominations may be made and will be accepted from the floor prior to the election. Nominees must be members of the organization and must have agreed to accept the responsibilities of the office for which they were nominated. If more than one candidate is running for a single office, the election shall be by ballot.

SECTION 3: VOTING – Each dues-paying member shall be entitled to one vote. Candidates receiving the most votes will be elected for the office. In the event of a tie, a run-off election will immediately follow until the tie is broken.

SECTION 4: TERM OF OFFICE – Officers shall be elected for a minimum term of one year to serve from the time of installation in January to the succeeding installation of officers in the first meeting in January of the following year.

SECTION 5: TRANSITION OF ADMINISTRATION – There shall be a meeting of the outgoing and incoming Executive Officers immediately following the installation. The outgoing administration will finalize all outstanding old business and upon the introduction of new business, the gavel and files will be turned over to the newly installed President who then will become the Presiding Officer.

ARTICLE IX – MEETINGS

SECTION 1: GENERAL MEETING – NAMI Ventura County shall hold one general meeting each month except in August. The meetings will be held at a time and place specified by the Board of Directors. The aim of general meetings is to provide education and information on issues surrounding the treatment and care of persons with major mental illness. All voting by the general membership shall take place in the general meetings. Any motion put to a vote shall pass if the majority of the membership present votes in favor of the action. The meetings are open to the public, however only paid members are allowed to vote.

SECTION 2: BOARD OF DIRECTORS MEETINGS - Shall be held once a month prior to the general meetings for the purpose of conducting the business of the organization and planning the agenda for the general meeting. The Board of Directors meetings will be open to the public but can be closed to the public and members when sensitive personnel issues are under consideration. Non-board members must make prior arrangements to be included on the meeting agenda before addressing the Board.

SECTION 3: EXECUTIVE OFFICERS MEETINGS – Shall be held whenever action items require resolution. All meetings shall be conducted under the latest version of Roberts Rules of Order. The Executive Officers meetings are open to the public. Executive Officers meetings can be closed to the public and members when sensitive personnel issues are under consideration.

SECTION 4: CANCELLATION OF MEETINGS – The President with the concurrence of the Executive Officers may cancel meetings or change the date or time of meetings under special circumstances, provided that adequate notice is given to the membership.

ARTICLE X – INCOME AND SUPPORT

SECTION 1: FUNDS – The organization shall be supported through annual dues, pledges, donations, endowments, grants and fund-raising projects.

ARTICLE XI - AMENDMENTS

SECTION 1: PROCEDURE – Amendments to these Bylaws may be proposed by the president with the approval of the board of directors or a NAMI Ventura County member in good standing by petition. Said petition must contain signatures of 10 percent of the members. Such amendments shall be submitted to the full membership by letter and voted on at the next general meeting.

ARTICLE XII – DISSOLUTION

SECTION 1: PROPERTY RIGHTS – The property and income of the organization is irrevocably dedicated to the purposes of the organization and no part of the property or income of the organization shall ever become the property or the income of any private individual or member, except in the event that said individual or member be employed by the vote of the Board of Directors. In the event that the organization is terminated, all assets of the organization shall be given to NARSAD, the National Alliance for Research on Schizophrenia and Depression, for the purpose of research. If the National Alliance for Research on Schizophrenia and Depression is unwilling or unable to accept the remaining assets, the assets will be distributed to an organization that benefits people with schizophrenia, bipolar and/or major depression and which has been held to be exempt from Federal Income Tax as an organization described in Section 501(c) (3) of the Internal Revenue Code.

Originally Adopted: August 25, 1981

Amended: July 26, 1982 to reflect name change from Families and Friends of the Mentally Ill.

Amended: Dec. 1999 to reflect name change from Ventura Co. Alliance for the Mentally Ill and to make other minor changes. (Board approved 12/1/99; Membership approved 12/7/99).

Amended: March 27, 2006, to reflect changes in the Board of Directors, Executive Committee, Honorary Board, Advisory Board, Terms of Office, Voting Rights, Expenditures and other minor changes. (Board approved: June 6, 2006; Membership approved July 11, 2006)

Amended: August 12, 2009, to reflect changes in the Board of Directors, Executive Officers, Officers, and Duties, Committees and Duties, and other minor changes. (Board approved: August 25, 2009; Membership approved: October 13, 2009)