

# **BYLAWS OF NAMI GREATER ORLANDO**

## **PREAMBLE**

NAMI Greater Orlando (“NAMIGO”) is affiliated with NAMI and NAMI Florida as a nonprofit, grassroots, self-help, support, and advocacy organization of consumers, families, and friends of people with mental illnesses such as: schizophrenia; schizoaffective disorder; bipolar disorder; major depressive disorder; obsessive-compulsive disorder; anxiety disorder; attention-deficit and/or hyperactivity disorder; post-traumatic stress disorder and other persistent or severe mental illnesses.

## **NAMI NAME AND LOGO**

NAMIGO acknowledges that NAMI controls the use of the name, acronym and logo of NAMI and that their uses shall be in accordance with NAMI’s Rules and Regulations. Upon termination of affiliation with NAMI the use of this name, acronym and logo by NAMIGO shall cease.

## **MISSION STATEMENT**

The mission of NAMIGO is to support and improve the quality of life for family members and those living with mental illnesses and co-occurring substance abuse through education, support and advocacy.

## **PRINCIPAL OFFICE**

The principal office for the transaction of business of NAMIGO and the mailing address shall be as designated by the Board of Directors.

## **GENERAL MEMBERSHIP**

Membership in NAMIGO shall be open to all persons who accept the mission of NAMIGO regardless of race, ethnicity, culture, language, national origin, geographic origin, age, disability, gender, sexual orientation, gender expression, education, religion, faith, socio-economic status or lived experience.

A member of NAMIGO is (i) a person living 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 Florida, Inc. and NAMI Greater Orlando, Inc. A member may be one individual or a family of individuals living in one household that is counted as one for purposes of paying dues and voting, or as otherwise defined by NAMI at the national level from time to time.

In order to be a current member and eligible to vote at the NAMIGO Annual Meeting, one must pay yearly dues as established by the NAMI National Board of Directors. A lesser dues rate, known as the “Open Door” rate, shall be available to those whose economic circumstances require it. All members shall have the same rights and privileges.

### **TERMINATION OF MEMBERSHIP**

A member who submits a written resignation to their affiliate, or the state Organization shall cease to be a member immediately upon receipt of the resignation. A copy of any member’s written resignation received at the Affiliate shall be immediately forwarded to the state NAMI office.

### **ANNUAL MEMBERSHIP MEETING**

There shall be at least one NAMIGO general membership meeting during each calendar year (the “Annual Meeting”). The Annual Meeting of the members 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 fiscal year is from January 1 through December 31 of each year. Meeting minutes shall be documented, and such minutes shall be approved by the Board of Directors at the first Board of Director meeting following the Annual Meeting. Annual Meeting minutes shall be made available to active members upon request.

### **NOTICE OF MEMBERSHIP MEETINGS**

Written notice of the Annual Meeting of the NAMIGO membership shall be given not less than ten (10) days nor more than thirty (30) days before the day on which such meeting is to be held, either by U.S mail or by electronic delivery or posting on its website. 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.

Regular scheduled meetings of the Board of Directors shall be determined no later than January of each calendar year and published on the NAMIGO website. The schedule shall state the place, day and hour of the meeting. Specially called meetings of the Board shall be posted on the website at least five (5) days prior to the meeting and shall also state the general nature of the business to be transacted. Except for Closed Sessions, Board of Directors meetings are open to members.

Closed Sessions may be called to discuss non-public, sensitive business matters including, but not limited to, human resources matters, compensation or legal matters.

### **QUORUM FOR MEMBERSHIP MEETINGS**

The presence in person or by proxy ballot at any membership meeting of at least 10% of the members in good standing of NAMIGO shall be necessary and sufficient to constitute a quorum for the transaction of business. There shall be no voting on any official business or elections without a quorum. In the absence of a quorum, Board Members serving by Appointment shall continue to serve in that capacity with full voting rights until the next duly called membership meeting and election.

### **VOTING MEMBERS TO ELECT BOARD OF DIRECTORS**

At the Annual Meeting, the voting members of NAMIGO shall elect a slate of candidates for the Board of Directors. The Board shall be accountable for carrying out the Mission of NAMIGO as stated in the Mission Statement above. The election shall be carried out according to the stipulations under “Nominations and Election of the Board”.

### **VOTING AT MEMBERSHIP MEETINGS**

Each eligible voting member shall be entitled to cast one vote on any and all matters which shall come before any such meeting. At each membership meeting, all matters shall be decided by the affirmative vote of the majority of the eligible voting members of NAMIGO present at such meeting or voting by absentee ballot provided there is a quorum. At all meetings, except the election of directors, all votes shall be *viva voce*. At the annual meeting where the election of directors takes place, official ballots shall be provided at the meeting, and absentee ballots shall be made available at least ten (10) days in advance.

At any general or special meeting of the membership, if a majority present so requires, voting on other matters may also be conducted by written ballot. At all meetings requiring votes by ballot, the President shall immediately, prior to the commencement of the balloting, appoint a committee of three who shall act as “Inspectors of Election” and who shall at the conclusion of such balloting certify in writing to the Secretary the results of the election and the certificate shall be affixed in the minute book to the minutes of that meeting of NAMIGO. All ballots shall be available for review upon the request of any member for a period of one year following the election. No inspector of election shall be a current member of the Board.

Absentee ballots shall be allowed and can be requested by email or U.S. mail to the NAMIGO office at least fifteen (15) days prior to the election. The completed absentee ballot must be

received in the NAMIGO office by U.S. mail at least two (2) business days prior to the election. For purposes of illustration only, for meetings called or conducted on Monday, ballots must be received by 5 PM on the prior Thursday.

## **BOARD OF DIRECTORS**

1. **General Duties and Powers.** The activities, affairs and property of NAMIGO shall be managed, directed, and its powers exercised by, and vested in, the Board of Directors.
2. **Size and Qualifications.** The Board of Directors shall consist of not less than nine (9) nor more than (14) members elected by the membership. In addition, the Chairperson of the Consumer Leadership Council shall serve as a member of the Board with full voting privileges, and the immediate past president shall be *ex officio* and shall have no vote. The Board of Directors shall be NAMIGO members. No immediate family members (siblings, parent/child or spouses) shall be permitted to serve on the board at the same time.
3. **Quorum.** The presence at any meeting of the Board of Directors in person, or by telephone shall require a minimum of two members of the Executive Committee, and a majority of the number of directors shall be necessary and sufficient to constitute a quorum for the transaction of business.
4. **Term Limits.** Members of the Board of Directors of NAMIGO shall serve for an initial term of two (2) years. Members may be re-elected for an additional term of two (2) years. Board members may not serve more than two successive terms or a maximum of four (4) years. Any Member of the Board who has served for two (2) successive terms shall not be eligible to serve again for at least one (1) full year. The term of all directors shall commence immediately following their election. At each general election of members to the Board of Directors, board nominees will be asked to serve one or two year terms as necessary to maintain a balance of experience and continuity to the board. Board Members with attendance at less than 75% of regularly scheduled meetings in their prior term, whether those absences are excused or unexcused, shall not automatically renew for a tertiary term without a majority affirmative vote of the Board.
5. **Resignations.** Any member of the Board of Directors may resign by delivering written Notice of Resignation to the president or secretary of the Board. Such resignation shall be effective upon receipt (unless specified to be effective at some later time). Acceptance of the resignation by the Board of Directors is not necessary to make it effective.
6. **Removal of Directors.** Any director may be removed with or without cause at any time by the affirmative vote of two-thirds of the members of the Board of Directors. A 30-day notice specifying the proposed removal shall be given to all Board members, as well as the director

to be removed, prior to any meeting of the Board at which time such removal shall be considered. Removal shall require a roll-call vote.

7. **Board Meetings.** Regular meetings of the Board of Directors shall be held no less than six times per year. Directors may attend in person or by telephone-conference. Special meetings shall be held at any time when called by the president or a majority of the Board of Directors. In instances where there is not sufficient time to call a special meeting, time-sensitive issues may be addressed and voted on by electronic means.
8. **Unexcused Absences from Board Meetings.**  
In the event a board member has two consecutive unexcused absences or three total absences in one year the board may elect, at its discretion, to remove that member as stated above.
9. **Vacancies.** When a vacancy shall occur in the office of an elected director the vacancy may be filled by a majority vote of the remaining directors and each such director so designated shall hold office until the next annual meeting of the membership at which time an election shall be held to fill the then remaining term of the vacating director. At any point during the year, the Board of Directors has the authority to fill any open board positions up to the maximum of 15 if deemed beneficial to the organization.

## **NOMINATIONS AND ELECTION OF BOARD OF DIRECTORS**

1. **Nominating Committee.** There shall be a Nominating Committee consisting of at least 3 NAMIGO members which shall initially be chosen by the Board, one of whom shall be appointed as the chair of the Nominating Committee. Members and the Chair of the Nominating Committee shall hold office until the next annual meeting of the Board of Directors. The duties and responsibilities of the Nominating Committee, in addition to the power and duties delegated to the Nominating 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. Nominations submitted from the membership for the Board of Directors shall be turned over to the Nominating Committee, which shall request applications from the nominees and prepare the submission of the slate to the membership. The Nominating Committee shall also obtain consent from each nominee to their nomination and agreement to serve if elected, prior to their being placed on the slate.
2. **Selection of Directors.** Nominees shall be taken from a list of candidates compiled by the Nominating Committee. Nominations for directors shall be made by a member in good standing who may nominate himself or herself. Nominations shall be made in writing and sent to the chair of the Nominating Committee of NAMIGO not less than thirty (30) days prior to the Annual Meeting. The slate of nominees shall be sent to each eligible voting member prior to the Annual Meeting.

## **OFFICERS OF THE BOARD**

The officers of the Board shall be elected by the Board. A majority vote of a quorum of the Board present is required to elect officers. The Officers of the NAMIGO Board of Directors shall include a President, a Vice President, a Secretary and a Treasurer and others as from time to time are deemed necessary by the Board. Officers must be a member of the NAMIGO Board of Directors. Once elected, Officers shall serve in their elected role through the remainder of their initial and tertiary terms.

**President.** The President shall perform the duties of the President as specified in the Policies and Procedures which shall include, but not be limited to, serving as the principal executive officer of NAMIGO; serving as spokesperson for the Board; presiding at all meetings of the Board and Executive Committee; and appointing chairpersons of committees.

**Vice President.** The duties of the Vice President shall include, but not be limited to, performing the duties of the President in the President's absence, incapacity, or refusal to act, and shall perform such other duties as directed by the President or the Board of Directors.

**Secretary.** The duties of the Secretary shall include, but not be limited to, keeping an accurate record of all meetings of the Board and seeing that all notices are duly given in accordance with the By-laws or as required by law. The Secretary shall perform other duties as directed by the President of the Board and according to the Policies and Procedures of NAMIGO.

**Treasurer.** The duties of the Treasurer shall include, but not be limited to, responsibility for all corporate funds and securities. The Treasurer will be responsible for the keeping of full and accurate accounts of receipts and disbursements, assets and liabilities in the books of NAMIGO.

## **COMMITTEES**

There shall be standing committees as required for proper governing of the affairs of the Affiliate: Executive, Governance, Advocacy/Legislative, Finance, Program/Education and Consumer Leadership. Except for the Finance Committee, whose chair shall be the Treasurer, the President of the Board shall appoint committee chairpersons who will recruit members from the general membership or Board to serve on such committees. The committee chairperson shall report the status of committee activities to the President of the Board.

Board members may identify additional committees as needed to carry out the activities of the organization and the President of the Board will appoint chairpersons for such committees. Each committee is responsible for defining its activities as they relate to its purpose. Committee members need not be Board Members, with the exception of the Committee Chairperson.

1. **The Executive Committee** shall consist of the four (4) executive officers of the Board: The President, Vice President, Secretary and Treasurer plus one other director, which director shall

be nominated by the Board on an annual basis. The immediate past president will serve as a non-voting member of the Executive Committee. The Executive Committee is responsible for planning the agenda of Board meetings and serving as the communication link with other members of the Board. The Executive Committee shall assume supervision over the duties and performance of the Executive Director.

2. **The Governance Committee** shall be responsible to identify and recruit new members. The committee will also serve as the Nominating Committee for the Board; annually review the Bylaws and Strategic Plan of the organization; and make recommendations to the Board.
3. **The Advocacy/Legislative Committee** shall be responsible for the development of the annual legislative agenda of NAMIGO, working with NAMI State, for presentation to and approval of the NAMIGO Board. The committee is also responsible for public exposure and community outreach on behalf of NAMIGO.
4. **The Finance Committee** shall be responsible for oversight of financial reporting, internal controls, and the internal and external audit processes.
5. **The Program/Education Committee** shall be responsible for developing and recommending educational activities to the Board. The committee is also tasked with overseeing NAMIGO signature programs, recruiting and arranging for training for new program teachers and support group facilitators.
6. **The Consumer Leadership Committee** shall be comprised exclusively of individuals living with mental illness, who shall provide insights to the Board regarding education, support and advocacy. The President of the Consumer Leadership Committee shall serve as a member of the Board with full voting rights.

### **ADVISORY BOARD**

NAMIGO may have an advisory board consisting of persons from the business, financial and public sectors of the community so as to provide a representative body of community leaders having expertise which is of value to the corporation. The Board of Directors may make appointments to the advisory board as appropriate and instruct the advisory board as to its duties. The term of each person appointed to the advisory board shall be one (1) year and that person may be removed or reappointed at the discretion of the Board of Directors.

### **PROHIBITED ACTIVITIES**

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, NAMIGO shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that is exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations now existing, or hereafter amended, or by any organization contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code and its Regulations, now existing, or hereafter amended.

## **DISTRIBUTION OF ASSETS**

In the event of bankruptcy or dissolution of NAMIGO, the assets of the organization, after paying all just bills, shall be transferred to another not-for-profit organization preferably an affiliate of NAMI that is qualified under the Internal Revenue Service Statutes and Regulations per Section 501(c)(3), as amended.

## **MISCELLANEOUS**

**Conduct of Meetings.** 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 these Bylaws.

**Inspection of Corporate Records.** The financial records, membership list, and all other corporate records, and the minutes of all meetings (a) of the members, (b) of the Board of Directors, (c) of the Executive Committee, and (d) of all other committees of the corporation shall be kept at the principal office of the corporation records and shall be open to inspection upon the written request of any member, at reasonable times, and for a purpose reasonably related to his or her interest as a member of the corporation unless such inspection would violate Federal or State law.

A request to inspect the records of the corporation shall be delivered in writing to the President, Secretary, or any other officer designated by the Board of Directors at the principal office of the corporation not less than fifteen (15) days before the date specified in such written request for the inspection of such corporate records.

## **AMENDMENT OF BYLAWS**

**Amendment of Bylaws.** These Bylaws may be altered, amended, or repealed, and a new Bylaw or Bylaws may be adopted by a simple majority vote of the voting members present at any meeting of the membership, a quorum being assembled either in person or by absentee ballot, the notice or written waiver of which shall have specified or summarized the changes proposed to be made, provided that a notice of the proposed amendment setting forth in detail the proposed revision with explanations thereof shall have been presented to the membership at least fifteen (15) days prior to the meeting at which the proposed amendment or repeal is acted upon. Absentee ballots shall



be allowed and may be obtained by making written request to the office of the corporation at least thirty (30) days prior to the meeting. The completed absentee ballot must be received by the office of the corporation at least two business days prior to the meeting.

**Annual review of the Bylaws.** The Bylaws shall be reviewed annually to ensure that they reflect the efficient and proper operation of NAMIGO.

*These bylaws were updated on 12/04/17 at the Annual Meeting and supersede all previous bylaws and subsequent amendments.*

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