# NAMI-SANTA CLARA COUNTY BYLAWS

## 1. NAME

1.1 The name of this organization shall be NAMI-Santa Clara County, hereinafter referred to as NAMI-SCC. The physical location shall be known as the Community Resource and Support Center.

1.2 NAMI-SCC acknowledges that the National Alliance on Mental Illness (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 logo by NAMI-SCC shall cease. Within 30 days of termination, NAMI-SCC will change its name to reflect that it is no longer connected to NAMI.

## 2. MISSION and PURPOSE(S)

2.1 The mission and values of NAMI-SCC are to help people with a lived experience of mental illness and their families by providing support, education and advocacy; to promote research; to reduce stigma and discrimination in the community; and to improve services by working with mental health professionals and families.

2.2 The purposes of this organization are:

2.2.1 Promoting the general welfare of people living with a mental illness and their families by using a model of recovery and wellness.

2.2.2 Offering emotional support, understanding and encouragement to those with a mental illness, their families and friends.

2.2.3 Educating ourselves and others about mental illness.

2.2.4 Providing resources and referral information on the care and treatment for those living with a mental illness and/or affected by mental illness.

2.2.5 Working with the public and private mental health service system to ensure dignified, respectful, compassionate, quality service for persons with a mental illness, with priority emphasis on the needs of those with a severe and persistent mental illness, regardless of age, sex, sexual preference, religious preference, ethnicity or additional disability.

The goal is to achieve excellence in the following treatment and rehabilitation services:

a. 24-hour crisis prevention and intervention or mental health urgent care

b. Outpatient and inpatient care

c. Coordinated inter-agency systematic individualized care using 24-hour treatment teams, including case management

d. Mental health treatment facilities as an alternative to jail and mental health treatment services at correctional facilities

e. Care for individuals with co-occurring serious mental illness and substance use disorder

f. Affordable, supported, quality long-term housing, including community-independent living facilities

g. Living skills rehabilitation

h. Education

i. Vocational training

j. Job placement with appropriate supportive services (volunteer and paid)

k. Social rehabilitation

2.2.6 Promoting of research into the causes, prevention, treatment and cure of mental illness.

2.2.7 Supporting legislation and regulations favorable to the care and treatment of individuals with a mental illness.

## 3. MEMBERSHIP

3.1 Definitions

3.1.1 Membership in this organization consists of families and individuals living with mental illness, their friends and all those in the community who are concerned about mental illness.

3.1.2 A Member is one whose annual dues are current.

3.1.3 A Member may be one individual or a family of individuals living in one household that is counted as one for the purposes of paying dues and voting.

3.2 Membership Requirements and Privileges

3.2.1 A Member accepts the mission of NAMI-SCC.

3.2.2 Membership includes voting privileges. One vote per membership for election of NAMI-SCC Board of Directors (other than the election of the Members at Large and Chairs of Board Committees who are appointed/ reappointed by the President annually, which appointment/reappointment shall also serve as their appointment to the Board of Directors pursuant to Sections 5.6 and 7.3 hereunder, NAMI California annual elections, and bylaws changes.

3.2.3 Membership includes eligibility to be appointed to the Board and hold elective office except if the member is an employee.

3.2.4 Membership includes receiving the NAMI-SCC newsletter.

3.2.5 Membership includes automatic enrollment in NAMI California and NAMI National that includes receiving newsletters from both organizations.

3.2.6 Membership is subject to change by NAMI National.

## 4. DUES

4.1 Annual Dues

4.1.1 NAMI-SCC 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 the same rights and privileges as members who pay full dues.

4.2 Fiscal Year

4.2.1 The fiscal year shall begin on January 1 of each year and end on December 31.

## 5. BOARD OF DIRECTORS

5.1 The Board of Directors shall consist of at least ten (10), but not more than fifteen (15) directors, the exact number to be fixed by the board; provided, however, that the number of directors shall not be reduced so as to shorten the term of any director at the time in office. Directors need not be residents of the State of California. The Board of Directors shall include:

President

Four (4) Vice Presidents

Treasurer

Secretary

Members at Large (3)

Chairs of Board Committees for the term of their Chairmanship

5.2 A majority of Board positions must be filled by persons having a family member with a mental illness, or a person with a mental illness.

5.3 NAMI-SCC shall invite the Past President to attend all meetings of the Board of Directors in a nonvoting observer capacity. NAMI-SCC shall give the Past President copies of all notices, minutes, consents and other materials that it provides to the Board of Directors at the same time and in the same manner as provided to such directors.

5.4 The Officers shall be elected, shall perform the duties prescribed by these Bylaws and shall assume such additional duties as may be prescribed by the Board of Directors. The Officers are as follows:

President

1st Vice President

2nd Vice President

Additional Vice Presidents (2)

Treasurer

Secretary

5.5 Election of Officers shall proceed as follows:

5.5.1 In January, the President shall appoint a nominating committee of members who will provide a slate of officer nominees. The Board shall vote on the slate at the February Board Meeting.

5.5.2 The slate of nominees, as approved by the Board, shall be announced during the February General Meeting at which time voting shall be open until March 15. Voting shall be available on the NAMI-SCC website, **www.namisantaclara.org** through a secure portal.

5.5.3 The slate of nominees shall be published in the March Newsletter.

5.5.4 Nominees shall be considered to be elected to the office if they receive a simple majority vote of members who voted.

5.5.5 Officers shall be installed in April at the General Meeting.

5.5.6 Officers shall serve for a period of one calendar year, starting in April after their installation, and may be members/chairpersons of committees.

5.5.7 The Nominating Committee shall remain a standing committee for the remainder of the year.

5.6 Each new member of the Board shall be vetted by the Nominating Committee and approved by the Board.

5.7 Attendance by Directors at Board Meetings

5.7.1 If a Board Director fails to attend three (3) consecutive Board Meetings without good cause and notification to the President, he or she will be removed from the Board of Directors.

5.7.2 A Board member may request a leave of absence no longer than a period of four (4) months.

5.8 Responsibilities of the Board of Directors shall include:

5.8.1 The Board of Directors is responsible for the oversight of NAMI-SCC, assuring that all of NAMI's obligations are met.

5.8.2 A quorum of the Board shall appoint interim officers and directors to fill vacancies caused by absence of officials and directors unable to complete their terms.

5.8.3 The Board shall approve a yearly budget at the January Board meeting.

5.8.4 The President or Treasurer must approve any unbudgeted expenditure allocations in excess of $10,000.

5.8.5 A quorum of the Board of Directors shall consist of a majority of the Board members. In the absence of a quorum at any meeting and when so ordered by the President, matters requiring prompt consideration may be submitted to the Board membership by email and the vote duly recorded. A majority vote of members of the Board shall be required to pass any measure submitted in this manner.

5.8.6 All Board members are required to sign the NAMI-SCC Conflict of Interest disclosure form annually. Failure of new or current Board members to sign

this form within thirty (30) days of receipt will result in automatic dismissal from the Board.

5.8.7 Any prior action of the Board may be altered or rescinded by a motion from the floor, if carried by a two-thirds (2/3) vote of a quorum of the membership at a General or Special Membership Meeting. When so carried, remedial action motions shall come from the floor and be approved by a two-thirds (2/3) vote of a quorum.

5.8.8 The President shall preside at all meetings of NAMI-SCC and meetings of the Board of Directors utilizing Robert's Rules of Order, decide all questions of order and enforce due observance of these Bylaws. The President shall appoint Chairpersons of all advisory and ad hoc committees, who in turn shall appoint members to their committees.

5.8.9 Subject to the provisions of the California Nonprofit Corporation Law and any limitations in 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.

5.9 The following members shall be approved signatories of the checks of the organization, in the order stated:

5.9.1 Executive Director

5.9.2 The Treasurer

5.9.3 The President

## 6. RESPONSIBILITY AND AUTHORITY OF OFFICERS

6.1 President

6.1.1 Responsibility

a. To provide a suitable meeting place for the monthly meeting of the Board.

b. To appoint Members at Large and Chairpersons for all committees.

c. To chair the monthly Board meeting.

d. To chair or assign someone to chair the monthly General Meeting.

e. To serve as ex-officio member of all committees.

f. To approve all official correspondence from the organization.

g. To serve as Executive Director in the absence of an Executive or Acting Executive Director.

h. To maintain the integrity of the organization's finances and good name.

6.1.2 Authority

a. Under Robert's Rules, to order as Chair the general meetings and Board meetings.

b. To establish special Ad Hoc and Advisory committees and appoint the Chairperson of each.

c. To represent the organization as its official spokesperson or assign someone in his/her place.

d. To approve the organization's activities and programs to ensure they are not in conflict with the organization's mission. To delegate this authority to others when not in conflict with the Bylaws or specific directives of the Board.

e. To be a signatory with other officers of the organization's allocations of funds.

f. To supervise the affairs of the affiliate under the direction of the Board of Directors and the Executive Committee.

6.2 1st Vice President

6.2.1 Responsibility

a. To assume the responsibility of the Presidency during the absence of the President and whenever this assumption of duty is appropriate.

b. To assist the President in running the organization by serving as his/her first proxy at Board and committee meetings.

c. To provide direction and assistance for a set of related standing committees in collaboration with the President.

d. Should the President of the Board resign, be removed from office, become incapacitated or be unable to fulfill his/her duties, the 1st Vice President shall become the Acting President. Upon assuming the role, the Acting President shall call a Special Meeting of the Executive Committee.

6.2.2 Authority

a. To be vested with all the authority of the Presidency during the President's absence.

6.3 2nd Vice President

6.3.1 Responsibility

a. To take the role of the President should the 1st Vice President be unavailable.

6.4 All Vice Presidents

6.4.1 Responsibility

a. To provide direction and assistance for a set of related standing committees.

b. To perform such duties and exercise such authority as may be assigned by the President.

6.5 Treasurer

6.5.1 Responsibility

a. To work in conjunction with the Executive Director to oversee the financial responsibilities of the organization.

b. To chair the Finance and Audit/Investment Committee.

6.5.2 Authority

a. To conduct the business of the Treasurer's office.

b. To approve the dispersal of funds as required to satisfy indebtedness of the organization.

c. To delegate his/her authority to others with the approval of the Board of Directors. If needed, the Board shall designate a Treasurer pro-tempore.

6.6 Secretary

6.6.1 Responsibility

a. To prepare, record and keep meeting minutes. Copies are to be filed at the NAMI-SCC office.

b. To provide the President with a copy of the minutes within two (2) weeks, but not later than the start of the next official meeting. Copies will be available to any member upon request.

c. To establish the format and procedures for recording and storing the minutes.

6.6.2 Authority

a. To delegate this authority to others when not in conflict with the Bylaws and specific directives of the Board.

6.7 All Officers, Members at Large, Advisory and Ad Hoc Committee Chairpersons

6.7.1 Responsibility

a. To write correspondence on behalf of the organization so long as the President or his/her designated representative approves the contents of the communications. A copy of the correspondence shall be forwarded to the president and to the NAMI-SCC office for the organization files.

b. To affiliate and collaborate with other agencies as well as advocacy groups not affiliated with NAMI.

## 7. COMMITTEES

7.1 The President or the Board of Directors shall create Special Ad Hoc Committees for specific purposes. Upon completion of their assignments and acceptance of their reports, these committees shall be automatically terminated.

7.2 The Board of Directors shall create the following Board and Advisory committees with responsibilities as follows (unless otherwise stated, the Chairpersons of such committees shall appoint committee members):

7.2.1 Executive Committee (Board)

a. The Executive Committee shall be comprised of the President, the 1st Vice President, and the Treasurer, who shall be members of the Board of Directors, and any other members of the Board that the President shall designate to attend a specific Executive Committee meeting. The Executive Director, nonvoting, shall be present by invitation of the President. The President shall act as Chairperson of the Committee. The President shall designate a Secretary for each Executive Committee meeting.

b. The Executive Committee shall have the authority to advise the full Board on any matter. With prior approval of the Board, the Executive Committee, in place of the Board, shall implement any decision in place of the Board.

c. To function as a Governance Committee when bylaws changes or policies are necessary.

7.2.2 Finance and Audit/Investment Committee (Board)

The Finance and Audit/Investment Committee shall have the following responsibilities:

a. To review budgets initially prepared by staff, to help develop appropriate procedures for budget preparations and to ensure consistency between the budget and the organization's plans.

b. To report to the Board any financial irregularities, concerns, opportunities.

c. To recommend financial guidelines to the Board.

d. To oversee short and long-term investments, unless there is a separate investments committee.

e. To recommend selection of the auditor and work with the auditor, if necessary.

f. To advise the executive director and other appropriate staff on financial priorities and information systems, depending on committee member expertise.

7.2.3 Legislative Committee (Advisory)

The Legislative Committee shall review bills and regulations and budgets affecting the mental health system and advise the membership as to the significant features; support appropriate legislation; maintain liaison with legislators/staff and NAMI State and National organizations.

7.2.4 Funding/Fundraising Committee (Advisory)

The Fundraising Committee is responsible for overseeing NAMI-SCC overall fundraising and, in particular, the fundraising done by the Board. To accomplish this, its responsibilities are:

a. To work with staff to establish a fundraising *plan* that incorporates a series of appropriate vehicles, such as special events, direct mail, product sales, etc.

b. To work with staff in their efforts to raise money.

c. To take the lead in certain types of outreach efforts, such as chairing a dinner/dance committee or hosting fundraising parties, etc.

d. To be responsible for involvement of all board members in fundraising, such as having board members make telephone calls to ask for support.

e. To monitor fundraising efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective.

f. To set up fundraising goals for the organization.

7.2.5 Consumer Advisory Committee (Advisory)

The Consumer Advisory Committee shall plan special activities for consumers and gather opinion and comments about NAMI activities and policies from consumers for presentation to the board.

7.3 The Chairperson of all committees shall be appointed/reappointed by the President annually in April, which appointment/reappointment shall also serve as such Chairperson's appointment to the Board of Directors.

## 8. EXECUTIVE DIRECTOR

8.1 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-SCC. The Executive Director shall provide organizational leadership and exercise such authority and perform such duties the President may assign on behalf of the Board of Directors.

8.2 The Executive Director is not a Director or an Officer of the Board and therefore has no voting privileges.

8.3 The Executive Director is responsible for the successful leadership and management of the organization according to the strategic direction set by the Board of Directors.

8.4 Financial Responsibility

8.4.1 Work with staff and the Board Treasurer to prepare a comprehensive budget.

8.4.2 Work with Board of Directors to secure adequate funding for the operation of the organization.

8.4.3 Ensure that the organization complies with all legislation covering taxation and withholding payments.

8.4.4 Administer the funds of the organization according to the approved budget and monitor the monthly cash flow.

8.4.5 Ensure that sound bookkeeping and accounting procedures are followed.

8.5 Fundraising

8.5.1 Research funding sources, oversee the development of fundraising plans and write funding proposals to increase the funds of the organization.

8.5.2 Participate in fundraising activities as appropriate.

8.6 Community Liaison and Spokesperson

8.6.1 Communicate with funders/members to keep them informed of the work of the organization and to identify changes in the community served by the organization.

8.6.2 Establish good working relationships and collaborative arrangements with community groups, funders, politicians and other organizations to help achieve the goals of the organization.

## 9. MEETINGS

9.1 The Board of Directors shall have an Open Board Meeting ten (10) times per year at a regular time and place or as specified by the President. An agenda shall be agreed upon and reports shall be given by the Treasurer, Vice Presidents, Executive Director, and Committee Chairpersons.

9.2 Responsibilities of the Secretary at Open Board Meetings:

9.2.1 The Secretary shall be responsible for preparing, recording and keeping meeting minutes. Copies are to be filed at the NAMI-SCC office. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all Board meetings.

9.3 Determination of General Meetings

9.3.1 General Meetings shall be held on the second Tuesday of the following months: February, April, June, September, November.

9.3.2 The date, time and place of each meeting shall be announced at the previous meeting and published in a monthly newsletter.

9.3.3 A quorum for a General or Special Meeting shall consist of at least ten percent (10%) of the members on the day of the meeting.

9.3.4 Any member can challenge the Chair of a General Meeting and request a quorum for a particular discussion and decision, whereupon if a quorum is not present the discussion shall be postponed and every effort shall be made to assemble a quorum at the next meeting. If no quorum can be assembled for the next meeting, then a simple majority of the members present shall be empowered to discuss and decide the issue.

9.4 A Special General Meeting may be called at the discretion of the President, or if requested, by petition of at least ten percent (10%) of the members.

9.5 The President, with the concurrence of the majority of the Board, may cancel NAMI-SCC meetings or change dates under special circumstances. Notification to the general membership of any such changes shall be made expeditiously, either by written notice or by phone.

9.6 The President may call a special meeting of the Board members at his/her discretion.

## 10. AMENDMENTS

10.1 Amendments to these Bylaws may be proposed by any member or any Board Director and voted on by the Board. Such propositions shall be published in the Newsletter and voted on by the membership at the ensuing General Meeting.

## 11. RULES OF ORDER

11.1 Robert's Rules of Order shall govern the conduct of meetings in all cases where they are applicable and not in conflict with the Articles of Incorporation or these Bylaws.

11.2 A copy of Robert's Rules of Order shall be kept in the Board Room for board members' reference.

## 12. NON-DISCRIMINATION

12.1 NAMI-SCC shall not discriminate against any person or group of persons on the basis of mental illness, race, ethnicity, culture, language, national origin, age, disability, gender, sexual orientation, gender expression, education, religion, faith, socio-economic status or lived experience.

12.2 NAMI-SCC shall make a decisive effort to reach out to minorities and people of diverse backgrounds, race, nationalities, and ethnicity. We are a stronger organization if we are a diverse organization.

12.3 The policy outlined in sections 12.1 and 12.2 shall apply to the hiring of employees, as well as to the recruitment of volunteers, members, and anyone seeking the assistance of NAMI-SCC.

## 13. INDEMNIFICATION

13.1 NAMI-SCC 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.

In any suit or legal action, the Board of Directors shall have the authority to advance legal fees and other costs incurred by an indemnitee. If any such suit or action results in a determination of bad faith, the indemnitee shall reimburse NAMI-SCC for any advanced fees and costs. NAMI-SCC shall maintain board liability insurance as required by NAMI.

## 14. INDEPENDENCE

14.1 NAMI-SCC 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 group.

## 15. CONFLICT OF INTEREST

15.1 NAMI-SCC shall maintain and comply with a Conflict-of-Interest policy. All Board members are required to sign the NAMI-SCC Conflict-of-Interest disclosure form annually.

15.2 Restriction on interested Directors (Officers and Members at Large)

No interested person, which shall mean current members of the Board of Directors, or persons who have been members of the Board of Directors within one year, or their family members or domestic partners, may receive from NAMI (Affiliate, State, or National) compensation for goods or services in any amount unless disclosed in the Conflict-of-Interest Policy.

## 16. CONFLICT RESOLUTION

16.1 Mediation of disputes among members of the Organization and Board of Directors shall be determined by Board policy.

## 17. DISSOLUTION

17.1 In the event NAMI-SCC should be dissolved, any assets remaining following the payment of debt and the satisfaction of liabilities shall be made to NAMI California for tax exempt purposes in the furtherance of its education, research, and advocacy objectives.