

Bylaws
NAMI Cape Cod, Inc.
(NAMI Cape Cod & The Islands)

Article I - NAME

The name of the corporation shall be NAMI Cape Cod Inc., and shall do business as NAMI Cape Cod and The Islands, hereinafter referred to as NAMI CCI. The acronym NAMI stands for National Alliance on Mental Illness. NAMI CCI is an affiliate of NAMI, the national organization, and of NAMI Massachusetts, the state organization.

NAMI CCI acknowledges that NAMI controls the use of the name (National Alliance on Mental Illness), acronym (NAMI) and the standardized logo, that their use must be in accordance with NAMI policy, and that upon termination of affiliation with NAMI, the use of the name, acronym and logo by NAMI CCI shall cease. Within thirty (30) days of termination, NAMI CCI will change its name to reflect that it is no longer connected to NAMI.

Article II - MISSION

NAMI Cape Cod & The Islands serves individuals and their families who are affected by the broad spectrum of mental illnesses and neurological disorders through support, education and advocacy, and promotes mental wellness for all.

NAMI CCI may also engage in any other lawful activities in which a corporation is allowed under provisions of Chapter 180 of the General Laws of Massachusetts.

Article III - MEMBERSHIP

NAMI CCI is a membership organization as such term is defined under Massachusetts law. Members accept the mission of NAMI (the national organization) and NAMI CCI and pay annual dues as determined by NAMI. In order to be a member in “good standing” each member must have paid the annual dues and be listed in the NAMI membership database as a current member.

A Membership is one individual and is counted as one for the purposes of paying dues and voting. Family members may be associated with this membership but voting is by the dues paying member only.

Members elect the Board of Directors and amend the Bylaws.

Article IV - MEMBER MEETINGS

There will be an Annual Meeting of the membership each year, to be held by the fifteenth (15th) day of the fourth (4th) month following the close of the corporation's year for financial and governmental reporting purposes. Members will be informed of the date and time no less than thirty (30) days prior to the meeting date.

Other member meetings may be held throughout the year but at least four (4) meeting of the members is to be held each year, one of which shall be the Annual Meeting. Members will be informed of the date and time of additional member meetings no less than thirty (30) days prior to the meeting date.

A majority of the Board of Directors or twenty percent (20%) of the total dues-paying members may call a special meeting. The Board of Directors will determine the date, time and location of the meeting. Notice of such meeting shall be given to the members no less than fifteen (15) days prior to the meeting date.

Ten percent (10%) of the dues paying members shall constitute a quorum for any meeting at which a vote is to be taken. Members voting by proxy or absentee ballot will be counted toward the quorum.

Unless voted otherwise by a majority of the members in attendance, the current edition of Robert's Rules of Order shall govern the conduct of business at membership meetings as long as the rules are not in conflict with these Bylaws.

Article V - BOARD OF DIRECTORS

The Board of Directors shall have general control and supervision of all funds, property and business affairs of the organization. Directors hold the ultimate fiduciary responsibility for the organization and for the protection and nurturing of its assets. The day-to-day business and affairs of the organization may be assigned by the Board of Directors to a designee, such as an Executive Director. The Board shall establish the policies of the organization. These responsibilities are subject to the provisions of the Massachusetts Law.

The Board of Directors shall consist of no less than nine (9) and no more than fifteen (15) individuals. New directors and those renewing their term shall be elected by a majority of the voting Members present at the annual meeting, including votes by proxy and absentee ballot.

The term of office for directors is three (3) years. Directors may not serve more than three (3) consecutive terms.

Nominations to the Board of Directors for election at the annual meeting shall be presented by the Governance and Nominating Committee. The Committee's recommendations shall be made known to the general membership at least thirty (30) days prior to the date of the annual meeting. Members may make nominations from the floor at the annual meeting.

Vacancies on the Board of Directors in between annual meetings may be filled by an appointment of the President, subject to approval by two-thirds of the Board of Directors. Directors serving by appointment shall be approved by a majority of the voting members present at the next annual meeting.

All board members are required to annually sign both the NAMI CCI Conflict of Interest Disclosure Statement and the Code of Ethics Statement of Commitment. Failure of new or current board members to sign these statements within sixty (60) days of the beginning of each new fiscal year of the organization or their election or appointment to the board, may result in automatic dismissal from the board.

The Board of Directors shall hold no fewer than four (4) regular meetings annually, the frequency of which shall be at least one meeting per quarter, at a time and place to be designated by the President.

Special meetings of the board shall be called at the request of the President or one-third (1/3) of the board members. Notices of special meetings shall be distributed to the Board members three (3) days in advance of that meeting, unless the notice requirement is explicitly waived by all Board members.

A majority of the Board of Directors then serving shall constitute a quorum at all meetings and a majority of those present shall have the power to act in all matters. Directors may use electronic means to be present at the meeting and to vote. A director's proxy may also be given to another director for voting purposes.

Unless voted otherwise by a two-thirds (2/3) vote of the Directors in attendance, the current edition of Robert's Rules of Order shall govern the conduct of business at meetings of the Board of Directors as long as the rules are not in conflict with these Bylaws.

Article VI - BOARD OF ADVISORS

There shall be a Board of Advisors created to strengthen and broaden the scope of advocacy and financial support of NAMI CCI.

The Board of Advisors has an unlimited membership. Members of the Board of Advisors are proposed by the Nominating Committee and elected by a majority the Board of Directors to serve a three-year renewable term.

Advisors shall meet from time to time as may be necessary or desired but shall meet at least once annually.

Article VII - OFFICERS

The Officers of NAMI CCI shall be President, Vice President, Treasurer, and Secretary. Within fourteen (14) days following the annual meeting the Board of Directors shall meet to organize and elect officers. Officers shall be elected by a majority of the Board of Directors and shall serve one-year terms ending on the date of the next election of officers. Duties of the officers shall be as follows:

PRESIDENT

The President shall serve as Chair of the Board of Directors and preside at all meetings of the Board of Directors, the Executive Committee, and Members; shall be an ex-officio member without vote, except in the case of a tie vote, of all regular, special and standing committees, except the Executive Committee in which the President has a vote; and appoint chairpersons to committees and their replacements as needed, except for the Finance Committee whose chairperson is the Treasurer of the Board, and the Governance & Nominating Committee. The President shall exercise such authority and perform such duties as the Board of Directors may assign. In the case where NAMI CCI does not have a paid Executive Director the President shall act as 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 perform the duties of the President in the absence of or at the request of the President or the Board of Directors. The Vice-President shall perform such duties and exercise such authority as may be assigned by the President. Should the President of the board resign, be removed from office, become incapacitated or in any other way be unable to fulfill his/her duties, that authority will fall to the Vice-President who shall become 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 of Acting President, in the case where the Board President's incapacity is temporary, or if the position of Board President should be filled for the remainder of the term.

SECRETARY

The Secretary shall identify those present, record all votes taken and author a brief summary of issues discussed at Executive Committee and Board meetings. The Secretary will submit meeting minutes within fourteen (14) days of each meeting for distribution and to be filed as a permanent record. The Secretary shall reside in Massachusetts.

TREASURER

The treasurer shall monitor all revenues and expenses of the corporation and shall ensure maintenance of a complete and accurate account of all funds received and disbursed. The Treasurer will produce a monthly financial report for the Board and present a financial report at the Organization's annual meeting. The Treasurer shall present the books for audit and at such times as may be required by authorized governmental agencies. The Treasurer shall serve as chair of the Finance Committee and give a financial report at every meeting of the Board of Directors.

Article VIII - COMMITTEES

The President shall annually appoint chairpersons to committees except for the Finance committee, whose chairperson is the Treasurer of the Board, and the Governance and Nominating Committee. Chairpersons shall nominate individuals to serve on committees, and the composition of the committees shall be approved by the Board of Directors. Committee members may be Directors, Advisors or volunteers and shall serve one-year terms coinciding with the terms of the officers. The Committees shall be the Standing Committees and other Committees, permanent or ad-hoc, as may be deemed necessary by the President subject to approval by the Executive Committee. All committees shall meet as needed throughout the year.

The STANDING COMMITTEES are as follows:

EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Officers of the corporation plus at least one (1) but no more than three (3) at-large members. The Executive Committee shall exercise all powers of the Board of Directors between meetings of the Board. All proceedings of the Executive Committee shall be presented to the Board at its next meeting for inclusion in the official minutes of the Board meetings.

FINANCE COMMITTEE

The Finance Committee has the primary responsibility for the safeguarding of the

organization's assets. The Finance Committee shall assist in the preparation of the annual budget and present it to the Executive Committee for approval. The Finance Committee shall monitor the progress of the budget throughout the year.

GOVERNANCE AND NOMINATING COMMITTEE

The Governance and Nominating Committee shall propose a slate of all candidates for the Board of Directors at the annual meeting. Members can make nominations from the floor. The Governance and Nominating Committee shall recruit potential candidates for Board positions and determine leadership training needs of the Board. The Committee may include Directors and members of the Board of Advisors, but the majority of the Committee's members must not be Directors.

PROGRAMMING COMMITTEE

The Programming Committee shall be responsible for setting the annual program calendar and plan the organization's courses, support group meetings, speaker presentations and other events or presentations of a similar nature. The committee shall be responsible for monitoring and analyzing the organization's existing programs and plan for program expansion as needed.

DEVELOPMENT COMMITTEE

The Development Committee shall work closely with the appropriate staff of the organization and any consultants to create fundraising programs for NAMI CCI. This Committee shall be comprised of Directors, Advisors, and volunteers.

Article IX - 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 NAMI CCI. The Executive Director shall provide organizational leadership, represent the organization, and exercise authority and perform duties as the Executive Committee may assign, on behalf of the Board of Directors.

Article X - INDEMNIFICATION PROVISIONS

NAMI CCI officers, directors and employees shall be indemnified to the fullest extent provided by law under Chapters 180 and 156B of the Massachusetts General Laws, or an amount deemed appropriate by the Board of Directors, 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 the person or persons indemnified. If any such suit or legal action results in a determination of bad faith, the person or persons for whom such advancement was made shall reimburse NAMI CCI for any advanced amounts plus any costs incurred in the pursuit of such reimbursement.

Article XI - AMENDMENTS/REVISIONS

Any Member or Director may propose revisions or amendments to the Bylaws. Any such proposed revisions or amendments shall be submitted in writing to the Governance and Nominating committee, or to the Bylaws committee if so formed, not less than ninety (90) days prior to the date of the next annual meeting. Each Member shall receive in writing any proposed revisions or amendments to the Bylaws, as reviewed by the Governance & Nominating Committee not less than thirty (30) days prior to the next annual meeting of the Members, or the meeting so designated by the Board of Directors for voting on revisions or amendments to the Bylaws. A two-thirds (2/3) majority of the voting members present shall be required to revise or amend the bylaws, provided a quorum is present.

Article XII - NON-DISCRIMINATION POLICY

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

Article XIII - DISSOLUTION

In the event NAMI CCI should be dissolved, after payment of its debts including the expenses of dissolution, all assets remaining shall be distributed under the direction of the Board of Directors as required by law and in furtherance of its mission objectives.

Article XIV - GOVERNING LAW

Nami Cape Cod, Inc. is incorporated in the Commonwealth of Massachusetts and is thereby subject to its laws, particularly as they apply to nonprofit organizations, and is also subject to United States Treasury regulations governing nonprofit organizations under Section 501(C)(3) and other applicable sections of the Internal Revenue Code. Otherwise, these Bylaws govern its actions and conduct.

Article XV - DATE OF ADOPTION

These bylaws were approved and adopted by the Members at a meeting on March 8, 2014 and replace those bylaws that were adopted by the Executive Board on March 20, 1984, ratified by the Membership on April 23, 1984 and later amended, most recently on May 17, 2007.