

**Bylaws of NAMI Eastside, WA
16307 NE 83rd Street, Suite 203
Redmond, WA 98052
425 885 6264**

ARTICLE ONE – NAME & MISSION

- Section 1. The official name of the organization shall be NAMI Eastside.
- Section 2. The mission of NAMI Eastside is to improve the quality of life of those affected by mental illness through advocacy, education, and support.
- Section 3. The vision of NAMI Eastside is to make life easier and more successful for the mentally ill and their families by providing and making available services for everyone in our communities. We intend to spend our energy on creating awareness, expanding and improving services for the mentally ill and their families.

ARTICLE TWO – MEMBERSHIP & MEETINGS

- Section 1. Members of NAMI Eastside are, by definition, also members of NAMI and NAMI Washington. Members must accept and support the mission of NAMI, NAMI Washington, and NAMI Eastside. Members pay the annual dues established by the NAMI Board of Directors. Meetings will be conducted following *Robert's Rules of Order, Second Edition, 2011*, the brief version.
- Section 2. Annual Dues categories shall be household, individual, and open door.
- Section 3. Annual Meetings of NAMI Eastside members will be in January. Members will be informed of the date and time of the meeting a minimum of 30 days prior to the date set. A quorum for the annual meeting, at which a vote will be taken, shall be 15% of the membership. Motions will pass with a simple majority of those present. At the annual meeting the members will vote on a minimum of two motions: (i) to approve the budget for the year and (ii) to elect officers.
- Section 4. The board of directors shall meet monthly to conduct routine business. The board of directors shall schedule executive sessions to deal with personnel issues following any monthly board meeting. The board of directors may call special meetings as needed and provide a minimum of 10-business days notice for special meetings of the board of directors.

ARTICLE THREE – BOARD OF DIRECTORS

- Section 1. The board of directors is responsible for the shared mission, vision, leadership, overall policy and direction, and oversight and governance of the organization. The board of directors will not receive compensation other than for reasonable expenses incurred in service to NAMI Eastside.
- Section 2. The board of directors will consist of 9 or 11 voting members. *(Previously 7 to 9)*
- Section 3. Term of office — the term of office is 3 years and may be renewed 3 times for a total of 9 consecutive years. Any exceptions shall be determined by the board of directors.

- Section 4. NAMI Eastside values diversity of skills, knowledge, and experience on its board. The board of directors shall be comprised of individuals who have experience and, knowledge, and skills in these categories:
- a) Medical, science, and mental health
 - b) financial administration and business management
 - c) marketing, public relations, and fundraising
 - d) law, public policy, government service, and law enforcement
 - e) a family member of a person diagnosed or presumed to have a mental illness OR themselves have a mental illness diagnosis
- Section 5. The board of directors, in executive session, may designate a past president as a voting member of the board of directors or as an *ex-officio* and non-voting advisor to the board. Since past presidents bring valued organizational experience, they may be asked by the board of directors to assume leadership of a project, committee, event, task force, or other appropriate assignment.

ARTICLE FOUR – NOMINATIONS & RESPONSIBILITIES

- Section 1. Ninety days before the annual meeting the board of directors shall appoint a nominating task force comprised of a minimum of 2 members of the board of directors. The nominating task force will prepare and present a proposed slate of officers to the board of directors no less than 60 days before the annual meeting. The board of directors' nominees for the offices of president, vice-president, secretary, and treasurer shall be announced in the notification for the annual meeting no less than 30 days before the annual meeting.
- Section 2. Vacancies on the board of directors shall be filled by following the policies and procedures established by the board of directors of NAMI Eastside found in the Policy Manual.
- Section 3. Board members must attend or be excused-in-advance for every board meeting. The excused-in-advance board member must notify the director and the president a reasonable number of days before the meeting. Any excused-in-advance board member must identify a proxy board member, other than the presiding officer (usually the president), and provide instructions on any topic to be voted on. Failure to do so is cause for removal from the board of directors.
- Section 4. Board members who are unwilling or unable to fulfill the duties expected of them may be dismissed by a simple majority vote during an executive session. An absence at 3 consecutive regular meetings of the board of directors without just cause, as determined by the board of directors during executive session, shall be dismissed and the vacancy filled as provided in these bylaws and by the Policy Manual. The board of directors shall consider each absence as a separate circumstance and may expressly waive dismissal by a simple majority vote of the board of directors.

ARTICLE FIVE – OFFICERS, COMMITTEES, & TASK FORCES

- Section 1. The president is responsible for leadership of the organization, administrative functions of the board, a minimum of a monthly meeting with the director and, as appropriate, with staff. The president is responsible to review personnel and staffing issues and to provide guidance and oversight about the day-to-day office administration. The president presides at board of directors meetings, special meetings, and the annual meeting, and assists the director with agenda development. The president is responsible to follow up on all assignments of board

members, the director, and staff. The president ensures yearly performance appraisal of the director and staff. The president attends NAMI Washington leadership events as needed.

- Section 2. The vice president is responsible for assuming leadership of the organization whenever and for whatever reason the president is unable or unwilling to lead. Responsibilities to be assumed are listed in Section 1. In addition, the vice president may be asked by the president and/or the board of directors to assume leadership of various committees or task forces. The vice president may or may not be presumed to ascend to the presidency unless and until nominated by the board of directors and voted into office at the annual meeting.
- Section 3. The secretary is responsible for ensuring that the board of directors meeting and annual meeting minutes are accurately recorded, approved, signed, and filed. The secretary is responsible for organizing the annual awards nomination process. The secretary is responsible for accurate recording the votes of the board of directors and annual meetings. The secretary is responsible for oversight and coordination of votes on any NAMI and NAMI Washington issues. The secretary is responsible for maintaining the NAMI Eastside records and archives with the assistance of the director and staff.
- Section 4. The treasurer is responsible for financial oversight including banking and signature authority. The treasurer ensures that yearly taxes are filed and paid. The treasurer oversees bookkeeping and banking to ensure they are carried out correctly. The treasurer provides a monthly financial update at the board of director's monthly meetings. The treasurer is the board of directors' liaison during audits and overseer of grants, fundraising, donors, and sponsors. The treasurer works with the director, staff, and bookkeeper or accountant on financial reports and budget development. The treasurer monitors expenses and contracts and makes recommendations.
- Section 5. Standing committees will be proposed and/or renewed/continued in February by the board of directors as guided by the Policy Manual.
- Section 6. Ad hoc or time-limited task forces will be approved by the board of directors on an as-needed basis and may be proposed by officers, board members, staff, or volunteers as guided by the Policy Manual. All task force sunset dates will be established at the time they are established.

ARTICLE SIX – EXECUTIVE DIRECTOR

- Section 1. The NAMI Eastside executive director is hired by and reports to the board of directors. The president provides the executive director with oversight and guidance with the advice and consent of the board of directors. The executive director's responsibilities include recruiting, hiring, guiding, appraising, terminating staff and volunteers. The executive director will provide the board of directors with decision-making information on personnel issues.
- Section 2. The executive director collaborates with the treasurer to manage and report on the financial and operational facts and status to the board of directors. The executive director also provides oversight for the staff persons responsible to prepare the annual budget, monitor cash on hand, income, expenses, accounts payable, accounts receivable, and implements the fiscal policies.
- Section 3. The executive director works with staff and volunteers to ensure the success of all events and programs including developing the strategies for recruiting, maintaining, and managing donor, funder, and sponsor relationships. The executive director oversees the staff and volunteers involved in fundraising events as well as community advocacy efforts and outreach services taking place within NAMI Eastside's geographic area and/or sphere of influence.

- Section 4. The executive director works with the board of directors on long-term planning and strategizing in order to implement the objectives of NAMI Eastside through the board of directors, staff, volunteers, community partners, and other NAMI groups.

ARTICLE SEVEN – STAFF & VOLUNTEERS

- Section 1. NAMI Eastside employs staff and engages volunteers whose roles and tasks are identified through their job titles. All staff and volunteers report to the executive director. The roles and duties of staff and volunteers are defined in the operations manual.

ARTICLE EIGHT – LEGAL & FISCAL

- Section 1. Subject to the provisions of the Washington State nonprofit laws 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 of NAMI Eastside with the advice and guidance of the director.
- Section 2. NAMI Eastside officers, directors, and volunteers 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 action determined by the Board of directors to have been taken in bad faith.
- Section 3. 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, indemnitee shall reimburse NAMI Eastside for any advanced fees and costs.
- Section 4. NAMI, NAMI Washington, and NAMI Eastside are independent and separate organizations. The NAMI organizations have contractual agreements regarding revenue sharing. NAMI Eastside is financially autonomous with a fiscal year from January 1 to December 31.

ARTICLE NINE – NATIONAL DIRECTIVES

- Section 1. NAMI Eastside acknowledges that NAMI controls and defines the uses of the name, acronym, and logo of the organization in accordance with NAMI policy. Upon termination of affiliation with NAMI, all uses by NAMI Eastside of these names, acronyms, and logo shall cease. Within 30 days of termination, NAMI Eastside shall change its name to reflect that it is no longer connected to NAMI.
- Section 2. NAMI Eastside 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.
- Section 3. All members of the board of directors are required to annually sign the NAMI Eastside Conflict of Interest disclosure form. Failure of new or current Board members to sign this form within 30 days of receipt will result in automatic dismissal from the board.

ARTICLE TEN – ADOPTION & DISSOLUTION

- Section 1. These bylaws were approved on the date below by the NAMI Eastside board of directors. Amendments and revisions to these bylaws must be submitted in writing and placed on the agenda by a board of directors' member. Providing a quorum is present, a simple majority vote by the board of director members voting is required to approve a revision or amendment.
- Section 2. In the event NAMI Eastside should be dissolved, any assets remaining, following the payment of debts and the satisfaction of any liabilities, shall be transferred to another NAMI affiliate or to NAMI Washington to foster the continuance of NAMI's education and advocacy goals.

ARTICLE ELEVEN – SIGNATURE PAGE

President Donna Lurie:

Vice President Paul Gardiner:

Secretary (President Emeritus) Diane DeWitt:

Treasurer Larry Rush:

Past President Manka Dhingra:

David Combs:

Anne Fitch:

Ethan Seracka:

Priya Nagar:

Margaret Sung Un Andersen:

Virgilia Phuthi:

Adopted on August 11, 2018

Article III, Section 2 text was revised on January 12, 2021