NAMI Illinois Bylaws
Amended October 20, 2012

ARTICLE I—NAME AND PURPOSE

Section 1—Name
The name of this organization shall be NAMI Illinois (National Alliance on Mental Illness).

Section 2—Mission
NAMI Illinois is a statewide, not-for-profit membership organization created to improve the lives of individuals and families challenged by mental illness. In collaboration with NAMI, Illinois affiliates and other like-minded organizations, we influence public policies, provide up to date education and support programs, and increase public awareness and understanding of mental illness.

Section 3—Vision and Purpose
NAMI Illinois is a champion for families and individuals who experience the challenges of mental illness. Through friendship, education and advocacy, we join with individuals, organizations and communities in our common goal of ensuring safe, supportive, and caring environments which promote recovery.

Endeavoring to accomplish its purpose, NAMI Illinois:

1. Serves as a public resource for information and provides a clear and basic understanding of consumer and family needs.

2. Provides and coordinates NAMI Signature Programs as a mechanism for developing and enhancing knowledge, support and advocacy, and to strengthen the NAMI grassroots movement.

3. Advances community support and education by offering NAMI workshops, conferences and media events designed to expand the public's understanding and reduce the stigma associated with serious brain disorders.

4. Advocates for improved mental health services, residential programs, vocational rehabilitation, employment, and increased private and state funding to support these services.

5. Monitors the budget and activities of state agencies which deal with mental health concerns.
6. Conducts advocacy at the state level within the legislative, executive and judicial branches.

7. Promotes research into the causes of mental illnesses and improved treatment methods.

8. Works as a liaison with other Illinois mental health organizations.

9. Acquires funds through donations and fund-raising to support NAMI Illinois objectives.

10. Supports Affiliates by helping Affiliates to grow and expand NAMI’s presence in their communities, encouraging local advocacy, organizing new Affiliates and providing a state information and referral service.

Section 4 – General Provisions
NAMI Illinois is the state-wide organization in Illinois recognized by the national body, NAMI, National Alliance on Mental Illness. NAMI Illinois policies and procedures will fully define relationships and expectations between the state organization and the national organization, along with the relationship between the state organization and affiliates and vice versa.

1.4.1 Logo
NAMI Illinois and its Affiliates shall include in their names the words "NAMI" and the geographic area which it serves and acknowledge that NAMI controls the use of the name, acronym and logo of NAMI and AMI. Their uses shall be in accordance with NAMI policy, and that upon termination of affiliation with or charter by NAMI, the uses of these names, acronyms and logo by an Affiliate member or State Organization shall cease.

1.4.2 Independence
NAMI Illinois 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 other groups.

1.4.3 Applicable Law
NAMI Illinois is a corporation organized under and subject to the Illinois General Not for Profit Corporation Act of 1986 (including all amendments). In the event of conflicts between these bylaws and state laws, state law shall supersede any provisions in these bylaws.

1.4.4 Non-discrimination
Neither NAMI Illinois nor any Affiliate shall discriminate against any person or group of persons on the basis of race, culture, ethnicity, age, religion, socio-economic status, sexual orientation, gender, gender identity, or disability in the
requirements for membership, the services or supports it provides, or its policies or actions.

1.4.5 Fiscal Year
The fiscal year for NAMI Illinois shall be July 1 – June 30.

ARTICLE II—MEMBERSHIP

Section 1—Eligibility
A member is any individual who is committed to the mission of NAMI and pays dues in accordance with established policies.

Section 2—Dues

2.2.1 The determination of annual membership dues shall be established in NAMI policies and procedures.

2.2.2 Open Door Dues: A lesser dues rate, known as the “Open Door” rate, shall also be established in accordance to NAMI policy and be available to those whose economic circumstances require it. Members who join through the “Open Door” rate shall have the full rights and privileges of NAMI membership.

Section 3—Rights of Members—Voting

2.3.1. A Member may support and work within several Affiliates but shall be a voting Member of only one Affiliate for the purposes of voting.

2.3.2. Every NAMI Illinois Member who is in good standing at the beginning of the quarter immediately preceding the date of the voting shall be entitled to one vote on each matter submitted to a vote of the membership.

Section 4—Resignation and Termination

2.4.1. A Member who submits a written resignation to their Affiliate, or to NAMI Illinois, shall cease to be a member immediately upon receipt of the resignation. Any Affiliate receiving a Member’s written resignation shall immediately forward a copy to the state NAMI office.

2.4.2. In the event that a Member’s involvement in NAMI is felt to be detrimental to NAMI Illinois or one of its Affiliates, the Board may terminate a person’s membership by a 2/3 majority vote. The individual shall be notified in writing of such decision. An individual so terminated shall have the right to
appeal such termination in accordance with NAMI Illinois policies and procedures.

ARTICLE III—MEETINGS OF MEMBERS

Section 1—Annual Meeting
NAMI Illinois shall convene an Annual Meeting of the Members.

Section 2—Special Meetings
The President of the Board may convene a special meeting of the Members. A simple majority of the Board of Directors – or a written request signed by 10% of NAMI Illinois’ members - may require the President to convene a special meeting of the Members. That meeting must have a specified issue or issues, appropriate for vote by the membership, to be the agenda. The President must convene the special meeting of the membership requested by the majority of Directors – or 10% of the members - within 45 days of the receipt of the written request.

Section 3—Notice of Meetings
NAMI Illinois shall give a minimum of 30-day advance notice to Members of each annual or special meeting.

Section 4—Quorum
A minimum of 5% of the Members in good standing, or representation from 50% of the duly chartered local affiliates of NAMI Illinois, shall constitute a quorum for the purposes of voting. Officers and Directors of state NAMI Board may be included in the attendance count. There may be no voting on any official business or elections without a quorum present either in person, by proxy or absentee ballot.

Section 5—Voting
Each Member in good standing, as defined by NAMI’s Illinois policies and procedures, is entitled to one vote on each issue presented to the membership for a vote.

ARTICLE IV—BOARD OF DIRECTORS

Section 1—General Duties and Powers
It shall be the responsibility of the Board of Directors:

1. To provide leadership and overall strategic direction to execute NAMI Illinois’ mission,
2. To provide oversight and governance to ensure ongoing due diligence with regard to fiscal responsibility for the continuous healthy operations of the Organization,

3. To develop the organization's goals, and

4. To evaluate the overall function of the organization to ensure that its mission is being served.

The Board may also hire an Executive Director as the Chief Executive Officer, to manage the day to day operations and carry out the strategic plan developed by the Board.

Section 2—Role, size and compensation

4.2.1. The Board of Directors shall be composed of not less than 16 and not more than 21 individuals, as determined by the Board of Directors.

4.2.2. All Board Directors must be Members of NAMI.

4.2.3. The Board of Directors function as both a working and policy-making body.

4.2.4. Each Board Member must be familiar with mental health issues and, be willing to advocate on behalf of persons with mental illness.

4.2.5. Individuals shall be sought who reflect the skill sets and qualifications as determined by the Board of Directors. NAMI Illinois will seek to represent fairly the geographic regions and population diversity of Illinois.

4.2.6. No Director can be employed by or related to a NAMI Illinois or Affiliate employee or other Director by blood, marriage or consanguinity.

4.2.7. No more than three Board Members at a given time may be from the same Affiliate.

4.2.8. Any NAMI Illinois member of NAMI's Board shall be an ex-officio member of the NAMI Illinois Board of Directors.

Section 3—Terms

4.3.1 The term of office for each Director shall be as follows. For any Board member's service, the initial term of office is for one-year. Based on mutual satisfaction between the Board Member and NAMI Illinois, they may be asked to serve a second term of office for three years. After that, they may be asked for a third term of two years, for a total of six years of
service. Terms are one year, three years, two years. No Director may serve for more than three consecutive terms. A Director who is appointed to replace another Director mid-term may serve for three additional terms. Directors shall serve staggered terms with approximately 1/3 of the Directors being elected each year. A Director must remain off the board for at least one year after serving six consecutive years, not counting any unexpired term filled by the Director. The Directorship of any person may be extended by the Board for a maximum of three additional consecutive years to permit that person to serve as President or to serve on the Executive Committee as immediate past president.

Section 4—Meetings and Notice

4.4.1. The Board shall hold regular meetings, either in person or via teleconference, at least four (4) times per year, one of which may be the annual meeting. Any NAMI Member is welcome to attend any regular Directors meeting. Executive sessions shall be closed meetings.

4.4.2. Notice of any regular meeting shall be given at least thirty (30) days prior to the meeting.

Section 5—Board Elections
The Members of NAMI Illinois shall elect Board Members for seats for which the term is due to expire at the time of the annual meeting.

Section 6—Election Procedures

4.6.1. A Nominating Committee of the Board of Directors shall be appointed annually. It shall consist of one non-officer Board member and two non-Board members appointed by the President, with the Board member serving as chair of the committee. The Committee with the assistance of the Executive Director shall solicit nominations from the membership and present the names of all interested candidates to the Board; a slate of members will then be presented to the membership for election.

4.6.2 Once the ballot is approved, NAMI Illinois shall send an election ballot, electronic or written, including brief candidate biographies, to all of its Members in good standing at least 30 days prior to the annual meeting. Members may select candidates and return their ballots in accordance with instructions to be received at the NAMI Illinois office at least two weeks prior to the annual meeting. All Board vacancies are elected by majority of the Members in good standing participating in the elections. Those elected shall be the nominees receiving the highest number of votes, not exceeding the number of positions open.
4.6.3 Any proposed revisions or amendments to the bylaws shall be included in aforementioned mailing.

4.6.4 Newly elected Board Members shall take office immediately upon the conclusion of the annual business meeting at which they were elected.

Section 7—Quorum & Procedures
A quorum for the NAMI Illinois Board of Directors shall be the majority of the currently seated Directors.

Robert’s Rules of Order will be the reference of choice on an as-needed basis. If desired, the President may designate a board member to serve as parliamentarian.

Section 8—Officers and Duties

4.8.1. The officers of the Board shall be the President, Vice-President, Treasurer, Secretary and Immediate Past President. Officers must be members of the Board of Directors. Except for the Immediate Past President, officers are elected by the Board of Directors at the Annual Meeting. They may serve up to three successive one-year terms in any given office; renewable within the terms of board membership.

4.8.2. The President shall preside at all official meetings of NAMI Illinois, serve as ex-officio member of all committees except for the Nominating Committee, lead the Executive Committee to evaluate the work of the Executive Director and determine a compensation and benefits package, recommend committee appointments, and have such other powers and duties as may be prescribed by the Board of Directors.

The President shall work with the Executive Director to ensure that corporate responsibilities are met, including corporate filings, contracts and other actions directed by the Board.

4.8.3. The Vice President acts as the president/chair in his or her absence; assists the president/chair on the above or other specified duties and may be assigned special responsibilities or duties by the President or the Board of Directors.

4.8.4. The Treasurer’s duty is to report to the board a review of, and action related to, the board’s financial responsibilities at least quarterly. The Treasurer shall work directly with the NAMI Illinois staff in developing and implementing financial procedures and systems, budgets and ensuring that appropriate financial reports are made available to the board. The Treasurer shall also serve as the Chair of the Finance Committee;
4.8.5 The Secretary shall keep a record of all proceedings of the NAMI Illinois Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President.

Section 9—Vacancies
The President, with the approval of the Board, may appoint individuals who meet the criteria for board membership to fill any vacant seats on the Board. A Director appointed to fill the vacancy shall serve the unexpired term of the vacancy. This shall not be counted toward term limitations.

Section 10—Resignation, termination and absences

4.10.1. A Director may resign at any time by submitting a written resignation to the Board President. Unless specified otherwise, the resignation shall take effect immediately upon receipt of the notification.

4.10.2. Any officer or Director who is absent without President approval from three consecutive meetings shall be deemed to have resigned as of the date of the third missed meeting.

4.10.3. The Board may remove any Director for cause by a two-thirds (2/3) vote of all Directors then in office, at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by written notice to the Directors proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time and the place where the Board is to take action on the removal. The Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

Section 11—Special Meetings
If a special meeting of the Board of Directors is needed, the President or any quorum of members of the Board may call the meeting. Special meetings of the Board may be convened via teleconference. Written notice of the time, place and purpose of any special meeting of the Board of Directors shall be given to each Director at least 7 days prior to the meeting.

Section 12 - Conflict of Interest

4.12.1. Employees of NAMI, Inc., NAMI Illinois, or any affiliate of either, are ineligible for nomination and election to NAMI Illinois' Board of Directors. A person who volunteers for an affiliate, but who receives no compensation by or on behalf of the affiliate, may serve on the Board while continuing in a volunteer status.
4.12.2. A person or an employee of an entity paid by NAMI, NAMI Illinois, or any affiliate, for special projects or consulting, other than stipends for NAMI programs, is ineligible for a NAMI Illinois' Board term coinciding with overlapping service.

4.12.3. First degree relatives (by blood, marriage, or adoption) of an employee, consultant or current Board Member of NAMI, NAMI Illinois or one of its Affiliates are ineligible for nomination and election to NAMI Illinois' Board for a term coinciding with the related person.

4.12.4. Direct or indirect relationships between NAMI Illinois Board members and suppliers, contractors, landlords, lessors, employers, competing or affinity organizations, contributors, grantors or any other persons, entities or agencies which may affect its policies or operations can result in conflicts of interest. NAMI Illinois Board members shall disclose in writing all potential conflicts of interest upon taking office and as others may arise.

4.12.5. NAMI Illinois Board members must abstain from discussion and vote on any matters that affect their interests.

ARTICLE V—COMMITTEES

Section 1—Executive Committee

The Executive Committee shall consist of: the President, the Vice President, the Secretary, the Treasurer, and the immediate past President. Additionally, the President shall select two Board members to serve as at-large members of the Executive Committee. The slate of officers will be presented to the Board and elected by majority of the Directors then in office. The Executive Committee shall meet as often as necessary. The Executive Committee shall conduct the affairs of the corporation as authorized and directed by the Board of Directors. All Executive Committee actions shall be reported to the Board at its next meeting.

Section 2 — Nominating Committee

The Nominating Committee of the Board of Directors shall consist of 1 non-officer Board member and 2 non-Board NAMI members appointed by the President, with the Board member serving as chair of the committee. The Nominating Committee shall be responsible for presenting a slate consisting of 1 person for each Directorship to be filled at each annual meeting. The slate and the qualifications of each nominee shall be given to the NAMI Illinois members along a ballot and notice of the annual meeting. The Nominating Committee shall
solicit suggestions for Board candidates from members and Affiliates at least 90 days prior to each annual meeting.

Section 3 – Finance Committee

A finance committee consisting of the Treasurer, serving as Chair of the Committee, and others as needed, shall be appointed and charged annually by the NAMI Illinois Board of Directors.

Section 4. Creation of Other Committees

The Board of Directors may establish and authorize the President to establish one or more other committees for specified purposes. Each committee shall consist of one or more Directors, one of whom will serve as the Committee Chair; NAMI Illinois members and partners may serve as committee members.

Section 5

Committees shall be responsible to and report to the Board.

Section 6

The Board may remove a committee member, with or without cause, when the Board believes the removal will serve the best interests of the corporation. This vacancy may be filled in the same manner as the original appointment.

Section 7. Advisory Bodies

6.7.1 Consumer Council:
The NAMI Illinois Consumer Council shall be composed as a representative group of individual consumer members of NAMI Illinois to be structured according to guidelines proposed by the Consumer Council and subject to the approval of the Board of Directors. The Consumer Council will consider such matters as it deems appropriate and shall make recommendations regarding policy and other matters for consideration by the Board of Directors.

6.7.2 Other Advisory Bodies:
The Board of Directors may create and appoint persons to one or more advisory bodies or committees which may or may not have Directors as members. Advisory bodies may not act on behalf of the corporation or bind it in any way but may make recommendations to the Board of Directors or to the officers or Board committees.
ARTICLE VI – EXECUTIVE DIRECTOR

The Board of Directors shall have the discretion to appoint a chief executive officer, an Executive Director, who shall report to the Board and carry out the work of NAMI Illinois in accordance with the policies established by the Board of Directors. The Executive Director will assume supervision and control of day-to-day operations and will develop, propose, and recommend operational policies and procedures for review and adoption by the Board. All volunteer and hired staff will report to the Executive Director.

If filled, this person shall be an ex-officio non-voting member of the board and any committees.

ARTICLE VII – ADOPTION, RATIFICATION AND AMENDMENTS TO BYLAWS

Bylaw amendments may be proposed in writing to the Board of Directors by any current Director or active NAMI Member at least 60 days prior to the annual meeting.

7.1.1. These Bylaws may be amended or repealed by the NAMI Illinois membership, by a two-thirds affirmative vote of those members voting.

7.1.2. NAMI Illinois shall notify all members in good standing of the proposed changes to the Bylaws at least 30 days prior to the voting date. Written notice of the proposed amendment, including a copy of the proposed amendments as compared to the current Bylaws, shall be included with the notice.

7.1.3. Voting on the Bylaws may occur at an annual meeting, special meeting, by US Mail, commercial delivery services, email, or through vote taken of the members at the meetings of each affiliate.

7.1.4. The secretary of the board shall certify the adoption of amendments, new bylaws, or repeal of bylaws by affixing signature and date to the official document reflecting the changes and new or altered bylaws, subsequent to an affirmative vote by the membership.

ARTICLE VIII – DISPUTE RESOLUTION

8.1. Any Affiliate or proposed Affiliate of NAMI Illinois who has a dispute with any other Affiliate or proposed Affiliate of NAMI Illinois, or the State Organization may submit a written notice to the President of NAMI Illinois for resolution of the dispute.
8.2. Resolution of Disputes between NAMI Illinois and its Affiliates or Proposed Affiliates will be initiated by the NAMI Illinois Executive Committee, Executive Director, and Board of Directors within 30 days of written notice received by the NAMI Illinois Board President.

8.3. In the event that a resolution of the dispute cannot be achieved within ninety (90) days from receipt, the dispute shall be referred to the NAMI Board of Directors for final and binding resolution.

ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to or witness in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a member, director, officer, employee or agent of the corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding to the fullest extent and in the manner set forth in and permitted by the Illinois General Not For Profit Corporation Act and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such member, director, or officer may be entitled apart from the foregoing provisions. The foregoing provisions of this Article shall be deemed to be a contract between the corporation and each member, director, and officer who serves in such capacity at any time while this Article and the relevant provisions of the Illinois General Not For Profit Corporation Act and other applicable law, if any, are in effect. Any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing, or any action, suit, or proceeding theretofore or thereafter brought or threatened, based in whole or in part on any such state of facts, provided however, that the corporation shall not so indemnify such person, or purchase or maintain indemnity insurance for the benefit of such person, in the event such indemnification or expenditure would either (i) then constitute an act of "self-dealing" or a "taxable expenditure," as defined by Sections 4941 (d)(1) and 4945 (d), respectively, of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Code, as amended), or (ii) violate the provision of any laws of the State of Illinois.

ARTICLE X – DISSOLUTION

In the event of the dissolution of NAMI Illinois, all assets remaining, after the payment of all debts and obligations, shall be distributed to NAMI (National Alliance on Mental Illness), the incorporated national nonprofit organization, or if
that entity is not in existence or is not then exempt within the meaning of 501 (c) 
(3) of the Internal Revenue Code, as amended, to NARSAD (National Alliance for 
Research on Schizophrenia and Depression), in accordance with Illinois laws. Or 
if that entity is not in existence or is not then exempt within the meaning of 
501(c)(3) of the Internal Revenue Code, another entity exempt under 501(c)(3) of 
the Internal Revenue Code that shares similar goals and missions as the 
Organization.

CERTIFICATION

These bylaws were approved at a meeting of the membership by a majority vote
on  October 20, 2012 .

Cindy Janicak  10/20/12
Secretary Signature  Date