

**BYLAWS  
OF  
NAMI LOUISVILLE, INC.**

**Revised and Adopted on November 14<sup>th</sup>, 2011.**

**Article I. NAME AND PURPOSE**

**Section 1. NAME.** The name of this corporation is NAMI Louisville, Inc. (hereafter referred to as "NAMI Louisville.") NAMI Louisville also uses NAMI Louisville, Inc. and NAMI Lou as identifiers.

**Section 2. PURPOSE.** NAMI Louisville is organized and operates exclusively for charitable, educational, religious, literary, and scientific purposes.

**Section 3. MISSION.** NAMI Louisville's mission statement shall be identical to the mission statement of NAMI, Inc. as it changes from time to time. NAMI Louisville may add goals specific to Louisville.

**Section 4. LOGO USE.** NAMI Louisville acknowledges that NAMI, Inc. controls the use of its name, acronym, and logos. NAMI Louisville will ensure that all its uses of NAMI, Inc.'s name, acronym, and logos shall be in accordance with NAMI, Inc.'s policies. Upon termination of affiliation with NAMI, Inc., NAMI Louisville shall cease all use of the name, acronym, and logos of NAMI, Inc.

**Section 5. INDEPENDENCE.** NAMI Louisville shall maintain its independence from other organizations not affiliated with NAMI, Inc. NAMI Louisville shall not share articles of incorporation, bylaws, or boards of directors with organizations not affiliated with NAMI, Inc.

**Article II. MEMBERSHIP**

**Section 1. ELIGIBILITY.** A Member may be one individual or may be a family living in one household whose membership dues are current. A Member accepts and supports the mission of NAMI, Inc.

**Section 2. DUES.** To be in good standing, a Member must annually pay the currently designated dues directly to NAMI Louisville.

**Section 3. VOTING RIGHTS OF MEMBERS.** Each NAMI Louisville 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 NAMI Louisville matter submitted to a vote of the membership.

**Section 4. RESIGNATION AND TERMINATION.** A Member who submits a written resignation to NAMI Louisville, shall cease to be a member immediately upon receipt of the resignation. Any Member's written resignation shall immediately forward a copy to NAMI Louisville. A Member who fails to pay membership dues at the end of the quarter that their renewal date occurs shall become a lapsed member.

**Section 5. NON-VOTING MEMBERSHIP.** When a family holds a single membership, it holds a single vote.

### Article III. MEETINGS OF MEMBERS

**Section 1. ANNUAL MEETING.** The NAMI Louisville Board of Directors shall convene an annual meeting of the voting Members.

**Section 2. SPECIAL MEETINGS.** The president of the Board may convene a special meeting of the voting Members. A simple majority of the Board of Directors may require the president, in writing, to convene a special meeting of the voting Members with a specified issue or issues, appropriate for vote by the membership, to be on the agenda. The president must convene the special meeting of the membership requested by the majority of the Board of Directors within 45 days of the receipt of the written request.

**Section 3. NOTICE OF MEETINGS.** NAMI Louisville shall give a minimum of 30 days advance notice to Members of each annual or special meeting.

**Section 4. QUORUM.** Ten or more Members who collectively meet the following criteria shall constitute a quorum at an annual or special meeting. Fifty percent of all affiliates in good standing must have one or more Members present and included in the attendance count. Officers and directors of NAMI Louisville's Board may not be included in the attendance count. There may be no voting on any official business or elections without a quorum present.

**Section 5. VOTING.** Each Member in good standing is entitled to one vote upon each matter submitted to vote by the Members.

### Article IV. BOARD OF DIRECTORS

**Section 1. ROLE, SIZE, and COMPENSATION.**

- a. **Powers.** NAMI Louisville will establish and maintain a Board of Directors (hereafter "Board", singular individual "Director."). The Board's powers include oversight and direction of the business and affairs of NAMI Louisville, including the employment, evaluation, and termination of the Executive Director.
- b. **Number.** The Board shall be composed of not less than 11 and not more than 21 individuals.

- c. **Composition of the Board.** The Board shall consist of an uneven number of people including:
  - (i) A minimum of five directors selected with a goal of ethnic and geographic diversity;
  - (ii) The immediate past president of NAMI Louisville, for one year following their term of service; and
  - (iii) The officers of NAMI Louisville; and
  - (iv) The balance of the Board as at-large Members.
- d. **Family Members or Consumers.** A minimum of two-thirds of the Board must be self-identified family members and/or consumers.
- e. **Compensation.** NAMI Louisville shall not compensate any director for their time or services expended upon Board matters. NAMI Louisville may reimburse directors for expenditures incurred because of Board activities. All reimbursement of directors shall conform to the NAMI Louisville reimbursement policy and its subsidiary procedures.

**Section 2. TERMS OF OFFICE.** The term of office for each director shall be a maximum of three years or until their respective successors shall have been duly elected and qualified to fill the board vacancy. No director may serve for more than two consecutive terms. A director who replaces another director mid-term may serve for two additional terms. The Nominating Committee, the Board, and the Members may not select or elect a person for nomination, appointment, or election to the Board for a term that begins less than three years **following their departure from the Board after serving two terms**. The sole exception is the past president, who may serve in that capacity despite service during two consecutive terms. To insure continuity and overlapping of terms on the Board, the Nominating Committee has the authority to abbreviate the length of a term for which a director or officer is elected.

**Section 3. MEETINGS, NOTICE, PARLIAMENTARY PROCEDURE & ACTION.** The Board must meet at least quarterly with a goal of ten monthly meetings per year. All meetings must be held in the city of Louisville. The president shall call for regular meetings with no less than 21-day advance notice to all members of the Board. The Board may hold a meeting by telephone, teleconference, or similar means. *Robert's Rules of Order* will serve as a guideline for board and committee meetings.

**Section 4. QUORUM.** At all meetings of the Board a number, equal to a simple majority of the Board on that date, shall constitute a quorum for the transaction of business. Then, a simple majority of those in attendance may approve any matter before the Board.

**Section 5. ACTION WITHOUT MEETING.** The Board may take action without meeting if the resolution or proposed action is consented to in writing by each Director. The Board must receive the written consent of each Director prior to taking action on the matter. A Director may transmit his/her consent via U.S. mail, private delivery service, facsimile, email, or any other method approved by the Board that produces a written record of accord with the proposed action.

**Section 6. BOARD ELECTIONS.** The Members of NAMI Louisville shall elect the Board and the officers at the annual meeting.

**Section 7. ELECTION PROCEDURES.** The chair of the Nominating Committee shall notify the Board and Members-at-large of the slate of candidates at least 30 days prior to the date of the annual meeting. However, any Member may self-nominate or nominate another person for any position, in compliance with the policies and procedures governing elections.

**Section 8. OFFICERS and DUTIES.**

- a. **Enumeration.** The officers of NAMI Louisville will consist of a president, one or more vice presidents, secretary, and treasurer.
- b. **Duties.** The NAMI Louisville policies & procedures shall specify the duties of each officer.
- c. **Terms of Office.** Each officer shall serve a two-year term. Terms shall begin upon completion of elections. An individual may not serve consecutive terms in the same position. An individual may serve consecutive terms in different officer positions.

**Section 9. RESIGNATION, TERMINATION and ABSENCES.**

- a. **Resignation.** Any officer or director may resign by tendering a written resignation. An officer or director who discovers, finds, or is placed in a position with the appearance or actuality of conflict of interest, shall immediately resign from the Board or office. An officer or director who is unable to fulfill their duties, as required for effective Board functioning, shall resign. Resignations shall be effective immediately upon receipt by the Board.
- b. **Absences.** Any officer or director who is absent from three consecutive meetings shall be deemed to have resigned as of the date of the third missed meeting.
- c. **Terminations.** All directors are subject to removal for cause. A vote of the majority of directors may remove any officer or director whenever the termination would serve the best interest of NAMI Louisville. The president, or any three directors, shall raise the question of terminating the membership of any officer or director arguably meeting the conditions of subsection a. above who has not resigned.

**Section 10. REPLACEMENT.** The Board shall vote whether or not to select a new officer or director to fulfill the remaining term of a former officer or director at the meeting following the effective date of resignation or termination. If that vote is in the affirmative, the Board shall select the new officer from its membership, and shall direct the Nominating Committee to present a candidate for a Board position at the next Board meeting.

**Section 11. SPECIAL BOARD MEETINGS.**

- a. **Authority to call Special Board Meeting.** The president may call a special meeting of the Board. Any three directors may require the president, in writing, to convene a special meeting to pursue a specified issue or issues. The president must convene the special meeting requested by three directors within 30 days of the receipt of the written request.
- b. **Notice Required.** The president must give a minimum of 14 days advance notice of the special meeting to each director.
- c. **Waiver of Notice.** A director may waive notice of a special meeting before, at, or after the meeting. The waiver must be in writing, and transmitted to the Executive Director for inclusion in the corporate records.

**Section 12. CONFLICTS OF INTEREST.**

- a. **Employment.** Employees of NAMI, Inc. and NAMI Louisville are ineligible for nomination and election to a **NAMI Louisville** Board term coinciding with overlapping employment. 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.
- b. **Consulting.** A person or an employee of an entity paid by NAMI, Inc., NAMI Louisville, or any affiliate of either, for special projects or consulting is ineligible for nomination and election to a NAMI Louisville Board term coinciding with overlapping service.
- c. **Relationship.** Relatives by blood, marriage, or adoption in the first degree to a person covered in subsections a. and b. above, are ineligible for nomination and election to a NAMI Louisville Board term coinciding with the ineligibility of the related person.
- d. **Service on NAMI, Inc. Board.** NAMI, Inc. Board members are ineligible for nomination or election to a NAMI Louisville Board term coinciding with overlapping service.
- e. **General Conflicts.** Direct or indirect relationships between NAMI Louisville Board members and suppliers, contractors, landlords, lessors, employers, competing or affinity organizations, contributors, grantors or any other persons, entities or agencies which affect its policies or operations can result in conflicts of interest. NAMI Louisville Board members must disclose all potential conflicts of interest upon taking office for each term and/or office.
- f. **Situational conflicts.** NAMI Louisville Board members must abstain from discussion and vote on any matters that affect their interests.

**Article V. BOARD COMMITTEES**

**Section 1. COMMITTEE FORMATION.**

- a. **Standing Committees.** There will be three standing committees: the Executive Committee, the Finance Committee, and the Nominating Committee. All other committees will be ad hoc committees assigned to a specific task.
- b. **Ad Hoc Committees.** The Board must approve the creation of any ad hoc committee, its purpose, its authority and powers, and the chair. All ad hoc committees shall be chaired by a director or officer. The president shall appoint additional committee members, or may delegate the selection of committee members to the chair of the committee, subject to Board approval. The ad hoc committee shall recommend proposed action to the Board. The committee shall exercise the authority and powers of the Board to the extent authorized in the resolution establishing the committee.

**Section 2. EXECUTIVE COMMITTEE.**

- a. **Organization.** The Executive Committee consists of the following: president, vice president(s), secretary, treasurer, and the immediate past president.
- b. **Quorum.** At all meetings of the Executive Committee, a number equal to a simple majority of the Executive Committee shall constitute a quorum for the transaction of business. Then, a simple majority of those in attendance may approve any matter before the committee.
- c. **Powers.** The Executive Committee shall transact all necessary business between Board meetings. The Executive Committee shall take action on other Board business if granted specific authority to do so.
- d. **Action Without a Meeting.** The Executive Committee may take action without meeting if each member of the Executive Committee consents in writing to the resolution or proposed action.

**Section 3. FINANCE COMMITTEE.**

- a. **Organization.** The treasurer will chair the Finance Committee. The treasurer shall solicit committee members competent in budgeting, accounting, financial planning, and similar financial skills.
- b. **Authority.** The Finance Committee acts to authorize expenditures by including them in the budget of NAMI Louisville. The Finance Committee may withhold authorization from the Board or the Executive Director to expend funds for a purpose or in an amount that it considers fiscally imprudent by refusing to include the expenditure in the budget.

**Section 4. NOMINATING COMMITTEE.** The President shall appoint a Nominating Committee of five members within one month of the annual meeting to serve for two years. The immediate past president shall generally serve as chair. The appointed

Nominating Committee members shall serve until the succeeding President appoints a new Nominating Committee.

## **Article VI. EXECUTIVE DIRECTOR AND STAFF**

**Section 1. EXECUTIVE DIRECTOR.** NAMI Louisville may maintain a paid position for an Executive Director, who serves at the pleasure of the Board, who shall function as an administrative manager of NAMI Louisville. The Executive Director shall be an ex officio member of the board. The Executive Director shall not be entitled to vote but shall be entitled to notice of and attendance at meetings except when matters directly related to this position are discussed.

**Section 2. STAFF.** The Board of NAMI Louisville may authorize funding for additional staff positions.

## **Article VII. AFFILIATES**

**AFFILIATE RELATIONSHIP WITH NAMI LOUISVILLE.** The rights and obligations governing the relationship between NAMI Louisville and any affiliate shall be determined in accordance with the policies and procedures of NAMI Louisville and NAMI, Inc.

## **Article VIII. AMENDMENT**

**Section 1. POWER.** NAMI Louisville Members in good standing have the power to amend or repeal these Bylaws or to adopt new bylaws by vote.

**Section 2. NOTIFICATION AND VOTING PROCESS.** NAMI Louisville shall notify all Members in good standing of the proposed changes to the Bylaws at least 21 days prior to the voting date. 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.

**Section 3. RATIFICATION.** An affirmative vote in excess of two-thirds of those casting votes is required to amend or repeal these bylaws, or to adopt new bylaws.

**Section 4. CERTIFICATION.** 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 IX. NONDISCRIMINATION**

**NONDISCRIMINATION.** NAMI Louisville shall encourage membership, take action, and make employment and policy decisions in accordance with the law of the United States and the law of Kentucky forbidding discrimination against protected individuals and groups.

## Article X. DISPUTE RESOLUTION

**Section 1. INITIATION OF DISPUTE RESOLUTION.** Any member of NAMI Louisville who has a dispute with any other member of NAMI Louisville shall submit a written notice to the president of NAMI Louisville.

**Section 2. DISPUTES BETWEEN MEMBERS** The Board of Directors shall mediate disputes between or among members or staff. It shall mediate in accordance with its mediation policy and procedures. The Board will promptly furnish the mediation policy and procedures to all parties to any mediation. The Board shall also furnish the mediation policy and procedures to any member requesting it at any time, for any reason.

**Section 3. REFERRAL OF DISPUTES TO THE NAMI, KENTUCKY. BOARD OF DIRECTORS.** If the NAMI Louisville Board of Directors is unable to resolve a dispute brought before it within 90 days, it shall refer the matter to the NAMI, Kentucky Board of Directors for final and binding resolution on or before the 90th calendar day following the filing of the complaint.

**Section 4. DISPUTES BETWEEN MEMBERS AND THE EXECUTIVE DIRECTOR.** The president, acting in concert with the Executive Committee, will resolve disputes occurring between a Member or Members and the Executive Director.

## Article XI. INDEMNIFICATION

**Section 1. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, and AGENTS.** Each person who is or was a director, officer, employee or agent of NAMI Louisville shall be indemnified by NAMI Louisville in the manner and to the full extent that NAMI Louisville has power to indemnify them. However, NAMI Louisville shall not provide indemnification or purchase indemnity insurance for the benefit of any person

- a. if the expenditure would constitute and act of “self-dealing” or a “taxable expenditure” under the terms of IRC §§4941 (d)(1) and 4945 (d) respectively, or their successor provisions or amendments, or
- b. if the expenditure would violate any section of the Kentucky Revised Statutes currently in effect, or as amended.

**Section 2. MAINTENANCE OF INDEMNIFICATION INSURANCE.** NAMI Louisville, by and through its Executive Director shall purchase and maintain indemnification insurance in accord with § 1 above.

## Article XII. CERTIFICATION

On November 14, 2011, the membership approved these bylaws at an annual meeting by a majority vote.

Bertha Diaz-Stone  
Secretary

November 16, 2011  
Date