

I. Name and Affiliation

The name of the organization shall be NAMI of Whatcom County, hereafter referred to as NAMI Whatcom. This organization shall be an affiliate of the National Alliance on Mental Illness (NAMI national) and shall be an affiliate within NAMI Washington.

II. Mission

The mission of NAMI Whatcom is to provide hope and to improve the quality of life for those who are affected by a mental health condition through support, education and advocacy.

III. Non-discrimination Statement

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

IV. Quorum, Voting, Notice and Rules of Order

This section concerns all voting bodies of NAMI Whatcom (General Membership, Board of Directors, Committees and Subcommittees)

A. Quorum

1. General Membership: 10% or more of the current Membership in good standing
2. Board of Directors, Committees & Subcommittees: 50% or more of the current Voting members of the body.

B. Voting Rights, Requirements & Thresholds

1. Each NAMI WHATCOM membership in good standing, individual or household, each have only one vote on matters put to a vote.
2. Voters of a body are each entitled to vote for any and all nominees for the Board of Directors up to the maximum number of seats currently available on the Board as defined in these Bylaws.
3. Quorum must be satisfied as defined in the active Bylaws as relates to the voting body.
4. Proxy votes and proxy voting are not allowed or recognized by NAMI Whatcom or any portion or body of NAMI Whatcom.
5. Board of Directors require unanimous consent or a 100% vote to fill a vacancy on the Board or add a new member. Any new Board Member will stand for election at the next Annual General Membership Meeting to confirm the new member will complete the remainder of their term.
6. Removal of a Board Officer requires a super majority two-thirds (at least 67%) vote by secret ballot of the Board. Removal as an Officer does not constitute removal from the Board.

7. All other elections and votes put to the voting body require a simple majority (more than 50%) to approve.
8. The Annual Board of Directors Elections at the Annual General Membership Meeting shall be a vote by secret ballot of the General Membership.
9. Bylaw amendments require vote of support by two-thirds (67%) of the voting body's members present to pass.

C. Electronic Voting

1. *General Membership*

No provisions for electronic voting by the General Membership are defined but are allowed under extreme circumstances by motion of the General Membership to suspend the requirements for voting by secret ballot.

Virtual meetings and voting therein is considered equal to in person voting where feasible.

2. *Board of Directors Meetings*

The President will determine whether a particular action can be voted on by email or if the matter warrants full discussion at a board meeting. If a vote by email is deemed suitable, the President or another representative designated by the President, shall email to all Directors a detailed description of the matter to be voted on. Directors shall email their responses within four (4) days to the entire voting body. In accordance with state law requiring unanimous written consent, votes by email must be unanimous. The matter, motion and results shall be read into the minutes at the next scheduled board meeting.

3. *Committee and Subcommittee Meetings*

The Chair will determine whether a particular action can be voted on by email. Given that any decisions made are not binding outside the body except as ruled and accepted by the Board of Directors, each Committee and Subcommittee may set their own conventions regarding e-mail voting as long as all members of the body are afforded reasonably equal notice, access and voice.

D. Notice Requirements

1. *General Membership Notices*

Shall:

- a. Be posted on www.NAMIWhatcom.org and may be supplemented but not replaced with e-mail and other forms upon written request.
- b. Include meeting time, date, location and agenda.
- c. When the agenda includes a Board of Directors election notice, it must include a list of nominees with brief biographies, statements of interest and length of term for each.
- d. When agenda includes removal of a Board Director, the agenda item will include proximal cause(s) for proposed removal.

- e. When agenda includes Bylaws Amendments, notice shall contain an electronic link to full text of the amendments and Bylaws as amended. Any General Membership in good standing must be provided a hardcopy of the amendments and the full text of the amended Bylaws upon request in a reasonable time period. The precepts of this paragraph shall suffice in place of “readings” at General Membership Meetings.
- f. Be issued no more than fifty (50) days prior no less than
 - i. Thirty (30) days for Annual General Membership Meeting or any General Membership Meeting where possible removal of a Board Officer or Director is on the agenda.
 - ii. Or Ten (10) days prior to other General Membership Meetings.
- g. And for Special Meetings, the agenda may not be amended from that contained within the notice. If the agenda is deemed and reported incorrect by the calling or requesting party within 1 day of the notice issuance, the Board must reissue a correction notice with only the agenda correction(s) within 2 days but no other changes, as soon as reasonable.

2. *Board of Directors*

- a. The meeting time and place shall be posted on the NAMIWhatcom.org web site.
- b. The above shall also suffice as notice to the General Membership and the Board.
- c. Special Meetings require the President or Vice President or Secretary e-mail the Board to provide additional notice.

3. *Committees and Subcommittees Meetings*

Notice conventions are set by consensus of the body given all members have reasonable notice and access.

E. **Governing Law**

Whenever not otherwise provided in these Bylaws, the internal affairs of NAMI Whatcom shall be governed by the procedures established in the General Not-for-Profit Corporation Law of the State of Washington.

F. **Rules of Order**

All meetings of all bodies of NAMI Whatcom shall be conducted in accordance with Robert’s Rules of Order - Revised, except as amended by these Bylaws.

V. **Membership**

A. **Eligibility**

To be eligible, each person must be:

- 1. An adult, 18 years or older who is
 - a. Living with or recovering from a mental health condition;
 - b. Or a relative or friend of a person living with or recovering from a mental health condition;
 - c. Or one who shares an interest in issues related to mental health conditions.
- 2. And willing to accept the missions of NAMI, NAMI Washington and NAMI Whatcom.

No member may both have an Individual Membership and be part of a Household Membership. If desiring to change membership types, said person must resign their existing membership or let it expire prior to being granted the desired membership.

B. Membership

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 having met eligibility requirements and having paid dues in full.

C. Participation Membership Requirement

Participation in governance and volunteer activities where the volunteer is officially representing NAMI Whatcom, such as lobby day and NAMI signature programs requires NAMI membership. Some other volunteer activities, such as helping with Stigma Stomp, where the volunteer is under the direct supervision of NAMI staff or an experienced volunteer, does not require NAMI membership.

D. State and National Memberships

Each NAMI Whatcom Membership is automatically a member of NAMI Washington and NAMI.

VI. Dues

- A. Dues amounts are set by NAMI at the national level.
- B. Dues may be collected by NAMI, NAMI Washington or by NAMI Whatcom. The collecting organization forwards the respective dues to the other organizations along with membership information and status.
- C. Dues are paid on an annual basis using a per membership fiscal calendar. That fiscal calendar is set to the end of the calendar quarter of the date membership was originally granted.
- D. Donating money to NAMI, at any level, does not constitute membership at any level. If a donor wishes to join NAMI Whatcom they must meet all the requirements and pay dues to be granted an Individual Membership or be part of a Household Membership.

VII. Calendar

NAMI Whatcom is governed using a Calendar Year.

VIII. Meetings

A. All Meetings

Are open to the General Membership and the public.

B. Annual General Membership Meeting

At a minimum, an Annual Meeting of the General Membership including the Board of Directors and Executive Director will be held during the third or fourth week of January.

At a minimum the meeting agenda shall include:

- 1. The President and Executive Director shall present the previous year in review and take questions from the General Membership.
- 2. The Annual Board of Directors Election:
 - a. Quorum of the General Membership in good standing is required for the first attempt at an Annual Board Election. If quorum is not met:
 - i. A new Annual General Membership Meeting is scheduled.
 - ii. Given that notice was met for both the original and the subsequent General Membership Meeting, quorum will not be required to hold the Annual Board of Directors Election.

- b. The election shall be conducted by two proctors. One proctor shall be the Executive Director if present. The other Proctor(s) shall be elected ad hoc at the meeting from among the current membership in good standing.
- c. With a vote by secret ballot, General Members may vote for any or all the nominated persons to the Board up to the maximum number of seats on the Board as allowed by these Bylaws.
- d. The Executive Director and/or Proctor(s) will count the votes determining the success or failure of each candidate according to the Bylaws.
- e. The Executive Director and/or Proctor(s) will announce the nominees who have been elected and then note the Board members whose terms will continue into the next year.

C. Annual Board of Directors Meeting

The annual meeting of the NAMI Whatcom Board of Directors shall be held immediately after the Annual General Membership including the outgoing and incoming Boards.

1. The outgoing Board shall, amend as needed and approve their last minutes, the Treasurer's Report and the Executive Director's Report and nothing further except to adjourn their portion of the meeting.
2. Unless there is a reason to delay, the in-coming Board of Director's will convene a new Board Meeting to elect their Officers immediately following the adjournment of the outgoing Board. This will be conducted without public input. The new Secretary will document the meeting and present the minutes for approval at the next regular Board of Director's meeting.

D. Regular Board of Directors Meetings

The Board of Directors shall meet at least quarterly at a regularly scheduled time and place fixed by the President.

E. Calling Special Board of Directors Meetings

Special meetings of the Board may be called by the President or any two (2) Directors, provided that the remaining members of the Board shall be given at least a seven (7) day notice of the time and place and a reasonably detailed agenda statement of the business to be conducted thereat. The business of a Special Meeting of the Board of Directors shall be limited to that special notice. It shall be the duty of the Secretary to notify the Board of Directors of Special meetings and of any changes in the regularly scheduled meeting places or times.

F. Calling Special General Membership Meetings

Special meetings of the General Membership may be called at any time by the President or Board of Directors or by request of a quorum of the General Membership in good standing.

The Board, upon receipt of a General Membership request for a special meeting as qualified immediately above, shall be required to schedule and call for a Special General Membership Meeting no less than two (2) weeks but no more than five (5) weeks from the date of request receipt by the Board of Directors. Notice will be provided as defined in the Notice section of these Bylaws.

IX. Board of Directors

A. Composition and Number

1. The Board shall not have less than five (5) and no more than eleven (11) voting Directors. Four (4) of the Directors shall be Officers of NAMI Whatcom.
2. Board Officers, at minimum, shall be comprised of a President, Vice President, Secretary and Treasurer.
3. A Peer Representative and a Family Representative shall be selected from members on the Board which may also hold another office.
4. The offices of President and Secretary may not be held by the same person.
5. One Director shall be designated as the Director Liaison to NAMI Washington and another Director shall be designated the Alternate Director Liaison. The Liaison and Alternate may also hold other Board office.
6. No less than fifty percent (50%) of the voting Board, shall be:
 - a. A Peer: One living with or recovering from a mental health condition,
 - b. Or a relative or friend of a peer,
 - c. And at least one each of the above shall serve on the Board.

B. Duties of the Board of Directors

The Board of Directors is responsible for overall policy and direction of NAMI Whatcom. The board receives no compensation other than for reasonable expenses incurred in service to the organization as previously approved by the Board in the budget or previously approved as special projects.

Individual Directors are required to not miss three (3) consecutive regularly scheduled Board Meetings. Missing said number of meetings is grounds for Removal.

C. Terms and Consecutive Terms Limit

1. Directors' terms are two (2) years.
2. Board Officer terms are one (1) year.
3. Board of Directors shall have balanced staggered terms. If after an election, the balance is uneven by no more than 1 year, enough Director's terms shall be shortened or extended to a maximum not to exceed term limits so as to gain a balance of staggered terms.
4. Directors may only serve three (3) consecutive terms, including any term stagger rebalancing. After reaching that limit, a Member may not be re-elected to the Board for one (1) year but may be appointed near the end of said year if also qualified and nominated for the next Annual Board Election.

D. Nominee Qualifications

1. Prospective nominees must be members in good standing of NAMI Whatcom;
2. And must agree to serve if elected;
3. And must have or agree to arrangements to receive notices in a timely manner.

E. Elections

1. At a minimum, a three member Nominating Committee shall be appointed by the President. The Board as a whole shall be strongly encouraged to join this committee. Outreach to the General Membership for Nominating Committee members shall be made.
2. The Nominating Committee shall be seated by end of August. Additional members may be seated thereafter.
3. The Nominating Committee shall provide a qualified list of nominees at a regularly scheduled Board meeting which is no later than 30 days prior to when the official notices for the Annual General Membership Meeting must be issued.
4. The Board must approve or amend and approve the slate of nominees, providing that slate to the Secretary or the Secretary's designee no later than 10 days prior to when the official notices for the Annual General Membership Meeting must be issued.

F. Removal of Directors

1. *General Membership Removing Directors*

- a. A quorum of Members in good standing may, asserting any reason, submit a petition proposing a Director for removal.
- b. Notice Rules for the removal vote by the General Membership apply.

Once submitted for proposed removal, at the next properly called/requested and noticed meeting of the General Membership where quorum has been met, the General Membership will vote with the outcome determined as defined in these Bylaws per the section "Voting Requirements".

2. *Board Removing Directors*

The Board or President, asserting that a Board Officer or Director has not met the required duty of office or has become ineligible to be a Member in good standing as defined in these Bylaws, may submit said Officer or Director for proposed removal by the Board.

Once submitted for proposed removal, at the next properly called/requested and noticed meeting of the Board where quorum has been met, the Board will vote with the outcome determined as defined in these Bylaws per the section "Voting Requirements".

G. Filling Board Vacancies

For Non-officer Board vacancies, the remaining Directors on the Board may elect replacements to fill vacant positions for the duration of the unexpired term. The Board may work through an appropriately created Nominating Committee to select nominees to fill vacancies on the Board. Any new Board Member will stand for election at the next Annual General Membership Meeting to confirm the new member will complete the remainder of their term per appropriate sections of these Bylaws.

Vacancies of Board Offices shall be filled by the Board with an existing Director on the Board per the appropriate Elections subsection of the Bylaws.

H. Adding Board Members Between Elections

The Board may add Members between elections given that a nominee fulfills all requirements stated elsewhere in these Bylaws. Voting rules apply per the Voting section of these Bylaws.

I. General Powers

Subject to the provisions of Washington State Laws, 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.

J. Committees and Subcommittees

The Board of Directors is empowered to create or disband such Ad Hoc Committees as it deems appropriate. The membership on such committees shall be appointed by the President and may include both Directors and members. The Board of Directors may confer upon such committees such authority and responsibilities as it deems necessary and appropriate. The President and their designee shall be an ex-officio member of all such committees.

Committees and Subcommittees shall be governed by the same rules as apply to the Board in general.

K. Duties of Board Officers

1. *President*

The President shall preside at meetings and serve as ex-officio member of all committees. The President shall exercise such authority and perform such duties as the Board of Directors may assign.

The President shall represent NAMI Whatcom within any state or national organization with which NAMI Whatcom chooses to associate. However, at the discretion of the President or the Board of Directors, another Board member may be appointed to act as the official NAMI Whatcom representative. The President may designate, when appropriate, an alternate member of the Board of Directors for such representation at such organizations.

2. *Vice President*

The Vice President shall perform such duties as may be assigned by the President.

Should the President of the Board resign, be removed from office, become incapacitated or be unable to fulfill their duties the Vice President shall become the Acting President.

At the next Regular Board of Directors' Meeting, the Board of Directors will determine if the Acting President should maintain the role as President for the remainder of the current term.

If the Vice President becomes President, the Vice President's office shall be filled by the Board for the remainder of the term.

3. *Secretary*

The Secretary shall identify those present, record all votes taken and author a brief summary of issues discussed at Board meetings. The Secretary will submit meeting minutes within fourteen (14) days of each meeting for distribution, Board approval and to be filed as a permanent record. The Secretary is responsible for satisfying official notice requirements per elsewhere in these Bylaws.

4. *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 statement of income and expenses for the Board. The Treasurer shall present the books for audit at such times as required by the State of Washington.

5. *Removal of Officers*

Any Officer may be removed from office per voting requirements of the Board of Directors at any properly noticed Regular or Special meeting of the Board of Directors.

X. Employees, Contractors and Volunteers

- A. 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 Whatcom including additional employees approved by the Board of Directors. The Executive Director shall exercise such authority and perform such duties as the Board of Directors may assign. The Executive Director shall report to the President and shall attend most Board of Director Meetings. The President may also appoint the Executive Director to some or all Board Committees and Subcommittees either as a member or as support staff. Board Committees and Subcommittees may also ask for the Executive Director's intermittent support or the support of staff as the Executive Director may assign.
- B. Other employee or employee positions may also be created with the approval of the Board of Directors to perform such duties as the Executive Director may assign. All such employees or staff will report to the Executive Director or the designee of the Executive Director, which may include other employees, contractors and/or volunteers.
- C. The Board may delegate research regarding employment costs of staff. However, the Board is solely responsible for budgeting all costs related to employment of staff.
- D. The Board of Directors may budget, then hire or delegate the hiring of contractors. The budget may not be exceeded. However, additional budget may be sought from the Board.
- E. Volunteers may be recruited and managed by the Executive Director and their designees. All volunteers must be eligible for membership and obtain membership prior to participating as a volunteer.
- F. All employees, consultants and volunteers must sign the Conflict of Interest Form (see Conflict of Interest section of these Bylaws).

XI. Compensation and Reimbursement of Expenses

- A. The Board may set Employee compensation, if any, at its sole discretion with the understanding that such compensation shall be within a reasonable range of compensation as compared with the local and/or national market as is reasonable in the circumstances. The Board shall duly register such employment with appropriate local, state and federal agencies. Directors shall not be entitled to compensation.
- B. NAMI Whatcom may reimburse any and all expenses of its Directors, Members, Employees, Volunteers and/or other individuals acting with permission from the Board of Directors and in furtherance of NAMI Whatcom's purpose. With respect to any such reimbursement, the individual seeking reimbursement shall present the organization with such documentation as is necessary to substantiate such costs and expenses as proper. Any party receiving excess reimbursement shall immediately remit the excess to NAMI Whatcom.

XII. Dispute Resolution

NAMI Whatcom shall use the dispute resolution process outlined in the NAMI Washington Bylaws.

XIII. Indemnification and Insurance Coverage

- A. NAMI Whatcom officers and directors shall be indemnified to the fullest extent reasonable and provided by law for actions taken in service to the organization, except for any actions determined by the Board of Directors to have been taken in bad faith. This provision shall extend to the estates of those officers and directors.
- B. The Board of Directors has the authority to indemnify any current employees and agents of NAMI Whatcom to the fullest extent provided by law for actions taken in service to the organization, except for any actions determined by the Board of Directors to have been taken in bad faith. This provision shall extend to the estates of those employees and agents.
- C. NAMI Whatcom shall maintain General Liability Insurance coverage. The amount of insurance coverage shall be no less than the minimum required by Washington State Law RCW 4.24.670 “Liability of volunteers of nonprofit or governmental entities.”
- D. NAMI Whatcom shall maintain Directors and Officers Liability Insurance coverage. The amount of insurance coverage shall be no less than the minimum required by Washington State Law RCW 4.24.670 “Liability of volunteers of nonprofit or governmental entities.”

XIV. Conflict of Interest

- A. Definition: Conflict of interest:
 - 1. A situation wherein an employee, officer or Director has an actual or perceived interest that may result in or may have the appearance of resulting in, personal, organizational or professional gain. This includes any situation wherein an employee, officer or Director’s personal interest or concern is inconsistent with the best interests of those being served by NAMI Whatcom or is contrary to their loyalty to the business and Mission of NAMI Whatcom.
 - 2. Or, a situation wherein an employee, officer or Director owes or appears to owe a duty to a person or organization other than NAMI Whatcom that actually or potentially affects or appears to affect that employee, officer or Director’s duties and responsibilities to NAMI Whatcom and its Mission. This includes any bias or appearance of bias in a decision-making process that could reflect a dual role played by an employee, officer or Director.
- B. NAMI Whatcom employees, officers and Directors shall be required to complete a Conflict of Interest Disclosure Form within one month of being either hired or elected. Failure to sign this form in a timely manner will result in automatic dismissal.
- C. NAMI Whatcom employees, officers and Directors shall be mindful of conflicts of interest and when such conflict shall be material, recuse themselves from participation and voting.
- D. Any employee, officer or Board of Directors member who is conflicted under this definition shall, in a timely manner, disclose the conflict in writing to the Board of Directors. The disclosure shall include the nature and extent of the conflict.
- E. Any employee, officer or Board of Directors member who perceives that any other employee, officer or Director has a conflict under this definition shall, if the conflict has not already been disclosed by the conflicted individual, bring the conflict to the attention of the Board of Directors.

- F. When notified of a conflict under this section, the allegedly conflicted employee, officer or Director shall cooperate fully in informing the Board of Directors of the details of the situation.
- G. Once the Board of Directors has been fully informed regarding the conflict, the Board of Directors will determine:
 - 1. Whether there is a conflict;
 - 2. And what actions must be taken to remedy any conflict. Remedies may include:
 - a. That the conflicted individual be recused from the affected decision making, acts and actions;
 - b. Or removal from the individual's position with NAMI Whatcom.

XV. Independence

NAMI Whatcom 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.

XVI. Dissolution

In the event that NAMI Whatcom should be dissolved, any assets remaining following the payment of debts and the satisfaction of liabilities shall be transferred to NAMI Washington for tax exempt purposes in the furtherance of its education, research and advocacy objectives. The Board of Directors shall dually file the proper certificates of dissolution, notice to the Attorney General, and all other required local, state and federal documentation with the appropriate authorities.

XVII. Revision or Amendment of Bylaws

Amendments to the Bylaws require a two thirds (2/3) vote of the General Membership in good standing present, provided:

- 1. A quorum of the General Membership is present;
- 2. And proper notice has been given pursuant to these Bylaws.

XVIII. Severability

Each provision of these Bylaws shall be considered severable from the rest. If any provision of these Bylaws or its application to any person or circumstances shall be held invalid or contrary to any existing or future law or unenforceable to any extent, the remainder of these Bylaws and the application of any other provision shall not be affected thereby.