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**BYLAWS  
OF  
NAMI (National Alliance on Mental Illness) Lane County**

**ARTICLE I  
NAME**

The name of the organization shall be NAMI Lane County, a nonprofit organization, hereinafter referred to as NAMI Lane County or the Corporation, affiliated with the Oregon State and National NAMI organizations. The principal office of the Corporation shall be in Lane County at such a location as the Board of Directors shall designate.

**ARTICLE II  
PURPOSE**

The purpose of NAMI Lane County is exclusively one of those allowed for organizations defined under Section 501(c)(3) of the Internal Revenue Code. Within these limits, the purpose of NAMI Lane County is to improve the quality of life for persons living with mental health issues, often referred to as mental illness, and their families residing in Lane County, Oregon, through support, education and advocacy. To achieve this purpose, the organization will raise and apply funds through means suitable for a 501(c)(3) nonprofit.

**ARTICLE III  
MEMBERSHIP**

Anyone who has a concern with and/or supports individuals with mental health issues and who accepts NAMI Lane County's purpose shall be eligible for membership. Voting members pay annual dues in the amount determined by the Board of Directors. Each paid membership (individual or family) has one vote and is also entitled to membership in the State and National NAMI organizations as defined by their respective Bylaws.

NAMI Lane County does not discriminate in its policies, programs, services or membership requirements on the basis of race, color, religion, ancestry, national origin, political affiliation, disability, age, gender, sexual orientation, marital status or any other reason prohibited by law or policy of the state or federal government.

**ARTICLE IV  
GENERAL MEMBERSHIP MEETINGS**

*A.) Annual Meeting*

A meeting of the Corporation membership (Annual Meeting) shall be held annually in the Spring of each calendar year on a date and at a place designated by the Board of Directors. Written notice of the Annual Meeting shall be First Class U.S. postal mailed, electronically mailed or faxed to voting members last known address or fax number not less than seven (7) days prior to the meeting. Members of the Board of Directors shall be elected at Annual Meetings. The record date for determining the members entitled to receive notice of a meeting will be the day before the day on which the notice is mailed. The record date to determine the members entitled to vote at a members meeting will be the date of the meeting.

*B.) Special Meetings*

Special meetings of the general membership may be called by the President or the Executive Committee or the Board of Directors. Written notice of any such meeting(s) shall be mailed or e-mailed, *or faxed* to the voting membership no less than ten (10) days prior to the meeting, with the exception of meetings called for Bylaw revision for which written notice will be sent no less than thirty (30) days in advance of the meeting. The notice shall state the subject for the special meeting and that no other business of the Corporation shall be conducted at the special meeting.

*C.) Quorum*

A quorum to conduct business at all special or annual meetings shall be ten (10) voting members and a majority of those present shall have power to act on all matters, except as noted in Article X.

**ARTICLE V  
BOARD OF DIRECTORS**

*A.) General*

The affairs of the Corporation shall be governed by a Board of Directors elected by the voting membership of NAMI Lane County. The Board of Directors will establish the corporation's policies and review and change the policies as necessary, oversee its programs, appoint or employ and supervise its staff director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The Board must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend and participate in the meetings of the Board of Directors, and any Board committees as needed, in order to carry out these tasks.

*B.) Voting*

Unless prohibited or limited by the articles or Bylaws, any action which may be taken at any annual, regular or special meeting of the voting members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter, by mail, fax or email, as directed by the individual member. The written ballot will: (a) set forth each nominee or proposed action; and (b) provide an opportunity to vote for each vacant board position, and for or against each proposed action. Approval by written ballot will be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action. The vote is limited to the subject specified on the ballot.

C.) *Composition*

The Board shall be comprised of at least eleven (11) and not more than fifteen (15) members including the officers and such other persons as shall be elected to the Board as at-large members by the membership. Each Board Member is entitled to one (1) vote. Directors may be removed with or without cause by resolution of the voting members or 75% of the Board excluding the individual to be removed. Proper notice must be given stating that the removal of a director is to be considered. A director may resign at any time. The resignation of a director must be in writing and be delivered to the Board, its presiding officer, the president or the secretary. Once delivered, a notice of resignation is irrevocable.

D.) *Eligibility*

Only voting members of the Corporation may serve as Board members. Board members may not be employed by the Corporation or be paid employees of any organization that receives financial support from the Corporation. An employee is defined as a person who receives regular and continuing compensation for services performed and for whom federal and state income and Social Security taxes are withheld from the regular compensation. Board Members may not enter into contracts with the Corporation for business services or materials that are owned or operated by a Board Member.

E.) *Election of Board Members*

A nominating committee shall be appointed by the President and approved by the Board of Directors no later than January each year to develop a slate of officers and at-large members, with due consideration to consumer representation. At the Annual Meeting, the Nominating Committee shall present the slate of recommended nominees. Nominations by members may be submitted to the nomination committee with documented acceptance from the nominee a minimum of ten (10) days before the annual meeting. The person making the nomination and the person being nominated must be voting NAMI Lane County members. Officers and at-large members shall be elected by a majority of voting members present or represented by a formal absentee ballot to be hand delivered, surface mailed or faxed to the NAMI Office and received at or prior to the Annual Meeting, and shall be entitled to exercise their duties upon election.

F.) *Corporation Officers*

The officers shall be elected at the Annual Meeting and shall include the following positions:

- President
- Vice President
- Secretary
- Treasurer
- Finance Director
- Past President

Any officer position may be held by more than one member in a co-chair status.

G.) *Terms of Service*

The term of office shall be two (2) years. The President and Vice President and half of the at-large members shall be elected in even-numbered years; the Secretary, Treasurer and Finance Director and the remaining at-large members shall be elected in odd numbered years. The Past President shall serve for one (1) year after completion of his/her term as President.

H.) *Office Succession*

Any officer may succeed himself/herself for no more than three (3) times. At least one (1) year should pass before former officers can become an officer of the same position.

I.) *Vacancies*

Vacant Board positions shall be filled by a vote of the majority of the remaining Board members. Directors so elected shall serve the remainder of the vacated term, at which time a nominee will be elected according to the standard procedure.

J.) *Compensation*

The Board of Directors may be reimbursed for actual expenses incurred in attending meetings or performing directors' duties or be paid a stipend for average expenses incurred. Board members may receive stipends for performing volunteer services for which non-Board members receive stipends.

K.) *Duties*

It shall be the Board of Directors continuing responsibility to evaluate the overall function of the Corporation to ensure that the Purpose is being met. (See Article II). The Board of Directors shall be responsible for determining the need for and authorizing the employment of personnel, such as an Executive Director or Managing Director, and for the establishment and execution of operational policies and job descriptions. (See Article VI for Duties of Officers.)

L.) *Board of Directors Meetings*

Board of Directors' meetings shall be held at a time and place as specified by the Board of Directors. No fewer than eight (8) such meetings shall be held during each calendar year. A majority of the Board of Directors (i.e. a minimum of 6 when there are 11 members) shall constitute a quorum, unless otherwise stated, for the transaction of Corporation business. A majority of those present shall have power to act on all matters, except as specifically provided to the contrary elsewhere in these Bylaws. No real estate of the Corporation shall be sold, leased, mortgaged, or otherwise disposed of, except by resolution approved by no less than two-thirds (2/3) of the Board of Directors.

M.) *Telephonic Meetings*

Meetings may be held by telephone, video conferencing or other method, so long as all participating directors may simultaneously hear and speak with each other. A director participating in such a meeting is deemed to be present for purposes of a quorum.

N.) *Attendance*

Any Board Member who has missed three (3) consecutive board meetings may have her/his position terminated by a two-thirds (2/3) vote of the Board of Directors present at the next meeting at which there is a quorum.

O.) *Conflict of Interest Transactions*

A conflict of interest transaction is a transaction with the Corporation in which a director or officer of the Corporation has a direct or indirect interest. A conflict of interest transaction is not voidable on the basis for imposing liability on the director or officer if:

- (a) the transaction is fair to the corporation at the time it was entered into;
- (b) the material facts of the transaction and the director's or officer's interests are disclosed or known to the board of directors or committee of the board of directors;
- (c) the board of directors considers and in good faith determines after reasonable investigation in the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort in the circumstances;
- (d) the Corporation enters into the transaction for its own benefit; and
- (e) the transaction is approved by the vote of the board of directors or a committee of the board of directors.

For purposes of this section, a director or officer of the Corporation has an indirect interest in a transaction if:

- (a) another entity in which the director or officer has a material interest or in which the director or officer is a general partner is a party to the transaction; or
- (b) another entity for which the director or officer is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the Corporation.

For purposes of this section, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors of the board of directors or of the committee who have no direct or indirect interest in the transaction. A transaction may not be

authorized, approve, or ratified by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purposes of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as provided in this section.

The provisions of this section do not apply to a transaction that is part of an educational or charitable program of the Corporation if it: (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (ii) results in a benefit to one or more directors or officers or their families solely because they are in the class of persons intended to be benefitted by the educational or charitable program of the Corporation.

P.) *Loans to or Guarantees for Directors and Officers*

The Corporation may not lend money to or guarantee the obligation of a director or officer of the Corporation; provided, however, that the Corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer if, in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the Corporation.

Q.) *Conduct of Directors*

Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interest of the corporation. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any director, the names will be recorded in the minutes of each director who voted for, voted against, or abstained on a particular motion. The directors shall conscientiously attempt to make decisions by consensus. If any consensus apparently cannot be achieved, any director may request that a vote be taken. The affirmative vote of at least a majority of all the directors participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by these Bylaws. An abstention counts as part of the total number of votes cast, and does not reduce the number of affirmative votes required to pass a motion.

R.) *Authority of Directors*

No member of the Board of Directors may officially represent the positions of the corporation or speak or make agreements on behalf of the corporation without specific authorization by the Board of Directors to do so. When directors are approached for information by interested third parties (e.g., media), they will refer them to the Executive Director or Managing Director who speaks for the organization.

S.) *Executive Session Meetings*

The Board president or the Board, by a majority vote of the directors present, may at any time decide to go into Executive Session meeting. Executive Session will be used when the Board deems it necessary to protect the confidentiality of what will be considered. Executive Session meetings may be attended only by members of the Board of Directors and any guests the Board invites to join the meeting, which may include the executive director, other staff or any other person the Board wishes to invite. A director may also be excluded from any portion of Executive Session meetings in which matters will be considered that will present a conflict of interest for that director. Minutes shall be properly recorded, but shall only be read or approved at a subsequent Executive Session to ensure the confidentiality of the matters contained in the minutes. The secretary shall take care to record in minutes only the motions passed and information essential to comply with the law, in order to protect the confidential nature of Executive Sessions.

**ARTICLE VI  
DUTIES OF OFFICERS**

The officers of the corporation must carry out the policies and decisions of the Board of Directors. The officers include a president, vice president, secretary, treasurer and finance director, and the immediate past president. **The same person may not hold the offices of president and secretary at the same time, but the same person may hold any other two offices.**

*A.) President*

The President shall preside at all meetings of the Corporation, the Board of Directors and the Executive Committee. The President shall be the chief executive and shall have general supervision of the affairs of the Corporation under the Direction of the Board of Directors and the Executive Committee. The President shall appoint Chairpersons of all standing Committees from the duly elected Board members subject to Board approval and distribute the job descriptions. The President shall exercise such authority and perform such duties as the Board of Directors may from time to time assign. The President, with the assistance of the Executive Director or Managing Director, will present a written vision for the coming year and work with the Board of Directors on planning and its implementation.

*B.) Vice President*

In the event of the death, absence, incapacity, inability or refusal to act on the part of the President, the Vice President shall possess all the powers to perform all of the duties of the President, and shall do and perform and exercise other duties and responsibilities as may be assigned to the Vice President by the Board of Directors. It is intended that the Vice President will succeed the President at the end of the President's term of office.

*C.) Secretary*

The Secretary shall record all minutes of the Board of Directors, Executive Committee and any other meetings of the Corporation. All minutes shall be written and shall be presented to the next Board of Directors meeting for reading and approval. All written directives and decisions made by the Board of Directors shall be retained by the Secretary in the Meeting file located in the NAMI Lane County office.

*D.) Treasurer*

The Treasurer shall follow the financial policies as developed by the Finance Committee and approved by the Board of Directors. The Treasurer or other authorized persons shall monitor the accountant's preparation of all checks for payment of Corporation bills and shall make sure a complete and accurate record is kept of all funds received and disbursed. The Treasurer or other authorized persons shall maintain a continuous audit of checks and balances for all bills and receipts. The Treasurer or other persons authorized to deposit or withdraw funds may be bonded for the faithful performance of the Treasurer's duties in such amounts and by such surety as the Board of Directors may require.

*E.) Finance Director*

The Finance Director, along with the Finance Committee, will develop the budgetary (short- and long-term) needs of the Corporation. The Finance Director shall assist the President as to the financial needs of the Corporation and shall cooperate jointly with the Treasurer and any Executive Director or Managing Director in preparing the Corporation's Annual Budget and administering control of that budget. The Finance Director and the Finance Committee will be responsible for developing a consistent, standardized accounting process with appropriate audits and for maintaining this consistency from year to year.

**ARTICLE VII  
COMMITTEES**

Committees can be established with only board members and also without board members, as well as committees that include both.

*A.) Executive Committee*

1. The Executive Committee shall consist of the five (5) elected officers and the immediate Past President. The Past President may serve on the Executive Committee for up to one year. (See Article V.F.)
2. 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 reported to the Board of Directors at the next meeting and shall be subject to revision by a majority vote of the Board.
3. Executive Committee meetings shall be held at a time and place specified by the President.
4. A quorum to conduct business shall be a minimum of four (4) with the unanimous consent of four (4) to be a binding act subject to Board approval.

*B.) Standing Committees*

The President shall appoint all Standing Committee Chairpersons from the duly elected Board members, subject to Board approval, and establish any committee membership requirements.

*C.) Ad Hoc Committees*

The President may appoint Ad Hoc Committees and assign their duties as deemed necessary.

**ARTICLE VIII  
FINANCE**

*A.) Fiscal Year*

The fiscal year for the Corporation shall begin January 1 and end December 31 of each year.

*B.) Finance Committee*

There shall be a committee responsible for financial oversight of the organization's income and expenses, which shall be named the Finance and Audit Committee or the Financial Oversight Committee. The committee must consist of two or more people, including at least one person with some financial experience or experience with bookkeeping, who are not the organization's check signers or bookkeepers. The committee shall be responsible for overseeing the organization's financial transactions and the implementation of the organization's financial policies. As part of its mission, the committee shall review on a monthly basis, or oversee a monthly review of, the organization's expenditures, financial transactions, bank statements, returned checks and credit card statements. The committee shall report any questions or concerns about the organizations finances to the board.

*C.) Foundation*

1. The Corporation shall maintain a Foundation the purpose of which is to increase, develop, and manage funds in which the "Capital" is not accessible to NAMI Lane County and is not spent. Ninety-five percent (95%) of the earnings from the "Capital" may be used for "basic monetary needs" to allow perpetual operation of NAMI Lane County. A special meeting of the Corporation membership would need to be called to approve invasion of the "Capital," with two thirds of members in attendance voting in favor.
2. A Foundation Committee shall consist of at least three (3) members, one of which is the Foundation Chair. The members shall be appointed by the President and approved by the Board of Directors. Each member's term of office shall be three (3) years.

3. The Foundation Committee shall be responsible for prudent investing of Foundation funds, separate and accurate accounting of the Foundation, and annual reports to the Board of Directors for all audit and taxable purposes.
4. All legal and proper requirements to enhance and maintain the Foundation shall be established and kept in place.

**ARTICLE IX  
LIMITATION ON LIABILITY – INDEMNITY**

*A.) Indemnification*

The Corporation shall indemnify any person who was or is a party, or is threatened with being made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she was a director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary of another corporation, partnership, joint venture, trust or other enterprise or any employee benefit plan, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding to the fullest extent permissible under the Oregon Revised Nonprofit Corporation Act, or the indemnification provisions of any successor act. The foregoing rights of indemnification shall not be exclusive or any other rights to which any such persons so indemnified may be entitled, under any agreement vote of members or disinterested directors, or otherwise, both as to a person who has ceased to be a director, officer or employer; and shall inure to the benefit of the heirs, executors and administrators of such a person.

**ARTICLE X  
ADOPTION, REVISION OR AMENDMENT OF BYLAWS**

Revision or amendments to these Bylaws may be proposed in writing by any voting member of the Corporation and shall be submitted in writing to the Board of Directors. The Board shall review the viability of the submission, which may include a discussion with the proposer of the change, within sixty (60) days. Viability is determined by referring to state, national and legal rules. If the change is deemed viable, the board will present the proposed revisions or amendments to the voting membership at the next Annual Meeting or special meeting called by the board for the specific purpose of revising these Bylaws. Each voting member shall be sent in writing all proposed revisions or amendments not less than thirty (30) days prior to the next scheduled Annual Meeting or special meeting of the membership called for the specific purpose of revising these Bylaws. A two-thirds (2/3) majority of the voting members (those present and those represented by absentee ballot) at the Annual Meeting or special meeting called for the specific purpose of revising these Bylaws shall be required to revise or amend them. A formal absentee ballot will be mailed to members with the proposed Bylaw changes. To count, the ballot must be hand delivered, surface mailed or faxed to the NAMI office and received the day before the specified meeting.

**ARTICLE XI  
OREGON NONPROFIT CORPORATION ACT**

2017 BYLAWS

If not otherwise provided in these Bylaws, the internal affairs of the Corporation shall be governed by the procedures established by the Oregon Revised Statutes, Chapter 65, Oregon Nonprofit Corporation Law.