

**NAMI-MERCER NJ
BYLAWS**

WRITTEN JUNE 3, 1985, AS AMENDED May 9, 1988
AS AMENDED JUNE 20, 1998
AS AMENDED MARCH 29, 2005
AS AMENDED JUNE 23, 2014
AS AMENDED APRIL 29, 2019

ARTICLE I THE ORGANIZATION

Section 1 Name The name of the organization shall be NAMI MERCER NJ and the location of record shall be Mercer County, New Jersey. The organization is a nonprofit corporation under Title 15A of the New Jersey Statutes.

Section 2 Mission NAMI Mercer NJ is a non-profit organization of families and individuals dedicated to improving the quality of life for people affected by mental illness. We advocate for lives of quality and respect without discrimination and stigma, and provide education, support and resources to empower families and persons with mental illness.

Section 3 NAMI Name NAMI Mercer acknowledges that NAMI controls the use of the name, acronym and logo of NAMI and that the use shall be in accordance with NAMI policy. Upon termination of affiliation with NAMI, the uses of these names, acronyms and logo by NAMI Mercer shall cease, and NAMI Mercer will change its name to reflect that it is no longer connected with NAMI, within 30 days of termination.

ARTICLE II MEMBERSHIP

Section 1 General Provisions

- a. Members shall accept the mission of NAMI and NAMI Mercer and pay annual dues.
- b. By virtue of paying dues to a NAMI Affiliate, a Member is automatically also a Member of NAMI New Jersey and NAMI.
- c. 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.
- d. Dues are established by the Board of Directors of NAMI, and shall be for one year.
- e. No member may transfer a membership or any right arising from a membership to another person.
- f. Any member who has not paid required dues within 30 days from the date of written notice sent by NAMI Mercer NJ shall have his or her membership suspended.
- g. NAMI MERCER NJ will not sell, distribute or disclose its membership list.

Section 2 Privileges of Membership

- a. Each Member is entitled to one vote on any matter submitted to a vote of the membership; provided that the member's required dues are current.
- b. Members shall have the right to vote on the following issues:
 - i. Selection of the members of the Board of Directors from among Members in good standing;
 - ii. Changes in these Bylaws;
 - iii. An appeal, by a Director of the Board, of his or her removal by the Board;
 - iv. Any other matter placed on the agenda of a membership meeting 30 days prior to the membership meeting.
- c. Members may serve on the Board or on a standing committee of the Board.
- d. Members may propose issues and request to attend Board Meetings as provided in Article III of these Bylaws.
- e. A majority of the members attending a membership meeting may request to see an interim financial report, at any time. Such reports shall be made available at the NAMI Mercer NJ office within 14 days.

Section 3 Membership Meetings

- a. Membership meetings shall be scheduled at least once every three months, throughout the year, and may be held in conjunction with other meetings, such as speaker meetings. Members representing at least 25 percent of the membership shall constitute a quorum at any membership meeting.
- b. Matters designated by the Bylaws as a Board decision may be discussed at a membership meeting but not voted upon.
- c. A member may vote in person or by written proxy.

- d. Voting members who disagree with a decision of the membership may submit a minority report to the Board or the membership, which shall be maintained with the minutes of the meeting at which such decision was made.
- e. The Annual Meeting of the membership shall be held in June or as otherwise set by the Board. The membership shall be given at least 30 days' notice of the date of an Annual Meeting. At the Annual Meeting, the Board and the Executive Director, if any, shall provide an Annual Report, a Financial Report and a Program Report.
- f. Special meetings of the membership may be called by the President of the Board, by a majority of the Board or by 25 percent of the membership. Such meetings shall be held within 30 days of the call for a meeting, with no less than ten days' notice to the membership.
- g. Any member may request the President of the Board place an issue on the agenda of a Membership Meeting or Annual Meeting with at least 30 days' notice. Requests shall be granted by the President. If the President chooses not to place the issue on the agenda, 25% of membership may petition to have the item added to the agenda.

ARTICLE III BOARD OF DIRECTORS

Section 1 Duties and Responsibilities of the Board

- a. The management and operations of NAMI MERCER NJ ("the organization") is vested in a Board of Directors, elected as provided for in these Bylaws.
- b. The duties and responsibilities of the Board shall include, but not be limited to:
 - i. The formulation and final approval of long and short range planning for the organization;
 - ii. The formulation and final approval of the organization's budget;
 - iii. The management of the funds of the organization;
 - iv. The management and disposition of the property of the organization;
 - v. The formulation and final approval of the policies of the organization;
 - vi. The monitoring of the outcomes and progress of the administration of the programs of the organization;
 - vii. The approval of committee statements of purpose;
 - viii. The appointment of Directors to fill unexpired or open positions on the Board; and
 - ix. All other duties as may be required by law or necessary or desirable for the management of the organization and the furtherance of its mission.
- c. The Board may make any lawful rule or decision and take any action for the conduct of its business that is not inconsistent with these Bylaws.
- d. Directors shall conform to the organization's Code of Ethics and Statement of Board Member Responsibilities, which shall be signed by each Director upon acceptance of his or her election to the Board. Directors are required to sign a Conflict of Interest statement each year.

Section 2 Election of the Board of Directors

- a. Directors of the Board shall be elected by the membership during the Annual Meeting.
- b. The election of Directors shall be from nominations made by the Nominating Committee and other nominations made by members sent to the Nominating Committee at least 35 days before the Annual Meeting. The Nominating Committee shall determine the eligibility and willingness of each nominee to stand for election and shall submit a proposed list of candidates to the Board. In the event there are more eligible candidates than positions to be filled, the Nominating Committee shall identify the recommended candidates.
- c. Directors shall be elected by plurality vote of the total number of votes cast at the meeting plus the ballot votes received by mail no later than the day and time of the meeting. Each member has as many votes as there are Director positions to be filled but may cast no more than one vote per candidate.
- d. Directors shall serve for a two-year term. There is no limit on the number of consecutive terms that a Director may serve, but he or she must be re-nominated and re-elected to each subsequent term.
- e. One-half of the Directors shall stand for election each year, so that the replacement of Directors is staggered.
- f. The number of Directors shall be determined by the current Board as it sees fit and necessary for good governance of the organization; provided that the number of Directors shall always be not less than five nor more than twenty.
- g. The Board may appoint Directors to unexpired and open terms only until the next Annual Meeting.
- h. Directors shall assume office immediately following their election or appointment.

Section 3 Organization of the Board

- a. The Board of Directors shall elect, from its own ranks, the officers of the organization: the President of the Board, one or more Vice-Presidents, a Treasurer and a Secretary. The Officers of the Board shall be elected to a one-year term as an officer.
- b. The immediate past President of the Board is authorized to serve on the Board in an *ex officio* status.

- c. Directors shall serve without compensation; provided that reimbursement may be authorized for expenditures incurred by a Director in fulfilling duties related to his or her responsibilities on the Board.
- d. Removal of a Director:
 - i. A Director, having been given 30 days' notice, may be removed from office for cause, by a majority vote of the full Board at a meeting at which a quorum is present; provided that the Director has been given the opportunity to be heard by the Board and that Board members shall be given at least 10 days' notice that removal will be considered at that meeting. "Cause" may include, but is not limited to failure of the Board member to conform to the Code of Ethics or Statement of Board Member Responsibilities, or to disclose a Conflict of Interest.
 - ii. The Director shall not have a right to appeal to the membership to reverse such removal and will be ineligible for re-election for 3 years from the date of removal.

Section 4 Officers of the Board

- a. The Directors of the Board shall elect officers of the Board exclusively from their own ranks.
 - i. A quorum for purposes of a vote for officers of the Board is three-quarters of the current Board membership.
 - ii. The President of the Board may not serve for more than four consecutive years; there must be an interval of at least two years before the re-election of a former President.
- b. The President of the Board shall:
 - i. Preside at all Board and Annual Meetings;
 - ii. Appoint special committees, as authorized by the Board;
 - iii. Appoint chairs of all standing and special committees;
 - iv. Serve as an *ex officio* member of all standing committees;
 - v. Prepare and deliver an Annual Report at the Annual Meeting.
- c. The Vice-President(s) shall provide assistance to the President. A Vice President chosen by the Board shall assume and perform all of the duties of the President at the request of the President or in the absence or disability of the President. In the event of the resignation or death of the President, a Vice President chosen by the Board shall serve as the Acting President until the next Annual Meeting.
- d. The Secretary shall keep accurate records of the Annual Meeting, Board and Executive Committee meetings and membership meetings in which votes are taken and shall submit and maintain minutes of all Meetings. In the absence or disability of the President and the Vice-President(s), the Secretary shall serve as the Acting President until the next Annual Meeting.
- e. The Treasurer shall oversee the financial operations of the organization. He or she shall deliver an Annual Financial Report and shall deliver interim financial reports at the request of an officer of the Board or a request from a majority of the membership present at a membership meeting. The Treasurer shall also ensure that the financial records of the organization are examined by an independent auditor, as needed or as required by law, and that an annual independent financial audit is completed each year.
- f. The Officers shall constitute an Executive Committee which may convene and make decisions on behalf of the board when urgent business must be transacted and time does not allow convening of the full board, or under other circumstances as voted upon by the board.

Section 5 Meetings of the Board

- a. The Board of Directors shall meet at least four times a year. For Board meetings, a quorum is greater than fifty (50) percent of the Board membership.
- b. Except as may be otherwise specified in these Bylaws, decisions of the Board shall be made by consensus whenever possible or, failing to reach consensus, by majority vote of the Directors present at the meeting or appearing by proxy.
- c. Robert's Rules of Order shall be the parliamentary authority in all matters not governed by these Bylaws.
- d. Directors may vote in person or via unanimous written consent, if all the Directors unanimously consent in writing to any action taken or to be taken by the Organization. Facsimiles, emails and electronic responses from Directors will qualify as "written" for this purpose. In cases of approval via unanimous written consent, the action shall be valid as of the date the last trustee has signed the consent, as though it had been authorized at a meeting of the Board. Such written consents shall be filed in the book of minutes of the Organization.
- e. All Members shall be given notice of all regularly scheduled Board and Board committee meetings. Such notices may be by newsletter, mail or e-mail and by office postings.
- f. Special meetings of the Board may be called by any Director if it is seconded by at least one other Director of the Board. Such meetings, when called by a Director shall be held within 30 days of the call for the meeting, with not less than ten days' notice to the Board. Voting at special meetings shall follow previously stated rule of quorum and majority vote.
- g. Members may request to attend Board meetings. Members may also request that an issue be placed on the Board meeting agenda, with at least 30 days' notice. Such requests shall be granted by the Board after due consideration

and a vote. Members may appear and speak to such issues at the meeting. The Board may also limit the participation of an attending Member and may go into closed session to discuss personnel matters, matters pertaining solely to individual Directors or matters under litigation and negotiation.

Section 6 Committees of the Board

- a. The Board of Directors shall establish such standing and special committees as the Board may, from time to time, determine. Minimum committees will include:
 - i. Nominating Committee
 - ii. Finance Committee
 - iii. Development Committee
 - iv. Programs and Services Committee
- b. The President shall appoint the chair of each committee.
- c. Committee Chairs need not be members of the Board, but must be members of the organization.
- d. Committee Chairs shall appoint members of their committee.
- e. Committee Chairs shall plan and coordinate the work of the committee and ensure that the committee's business is concluded.
- f. Committee meetings shall be held as needed to conduct the business of the Committee. Committee members shall be given reasonable notice of such meetings.

ARTICLE IV THE EXECUTIVE DIRECTOR

The Board of Directors may select an Executive Director, who shall be responsible for the overall management and operation of the organization under the supervision of the Board. The Executive Director is a staff member responsible to the Board of Directors and is not eligible to be a Director.

The Executive Director shall:

- a. Serve as staff liaison to the Board and advise and report to the Board concerning the operations of the organization;
- b. Formulate and implement short and long range plans for the organization;
- c. Formulate and implement an annual budget;
- d. Manage the organization's funds and property and maintain proper financial records;
- e. Develop and implement programs of the organization;
- f. Formulate, implement and periodically review administrative and programmatic policies and practices of the organization;
- g. Prepare an Annual Program Report on the outcomes of the annual plan;
- h. Review and report to the Board on the organization's compliance with applicable contracts, grants, laws and regulations;
- i. Ensure that the design and implementation of the organization's programs are appropriate to the ethnic and cultural backgrounds of Mercer County residents who have mental illness;
- j. Ensure that members are provided mechanisms for participating in program planning and operation;
- k. Act as an advocate for people with mental illness and their families;
- l. Serve as the primary liaison between NAMI Mercer and the community;
- m. Serve as the organization's Equal Employment Opportunity Officer;
- n. Recruit, manage, evaluate, and supervise all staff performance; and
- o. Perform other duties assigned by the Board.

ARTICLE V AMENDMENTS

Any proposed amendment to these Bylaws shall be submitted by petition of at least five members to the Board of Directors. The petition must be sent at least forty-five days before the next membership meeting. Upon the super-majority vote of two-thirds (2/3) of all the Directors, each member shall be sent all such proposed amendments no less than twenty days before the meeting at which the amendment will be considered. Adoption of an amendment to the bylaws requires a majority vote of no less than ten percent of the total membership.

ARTICLE VI FINANCES

Section 1 Financial Procedures and Report The Board shall adopt financial procedures which, along with the organization's financial records and reports, shall be kept on file in the NAMI MERCER NJ office and shall be available to the members of the organization.

Section 2 Fiscal Year The calendar year shall serve as the fiscal year of the organization, unless changed at the discretion of the Board of Directors.

ARTICLE VII NON-DISCRIMINATION POLICY

NAMI Mercer is committed to establishing and maintaining a diverse organization. Equal opportunity and diversity represent principles that are integrally woven into the organization's mission. NAMI Mercer aspires to reflect the rich diversity of the entire Mercer County community.

It is the policy of NAMI Mercer not to discriminate against any member, director, applicant for membership or candidate for director because of age, race, religion, color, handicap, sex, physical condition, developmental disability, sexual orientation or national origin.

It is the policy of NAMI Mercer not to discriminate against any person or group of persons because of age, race, religion, color, physical or developmental disability, sex, physical condition, sexual orientation, national origin, or any other characteristic protected by applicable state or federal law. This policy shall include, but not be limited to, the following: recruitment and employment, promotion, demotion, transfer, and compensation.

The organization's Executive Director has been appointed Equal Employment Opportunity Officer and is responsible for planning and implementing affirmative action program as well as for its day-to-day monitoring of affirmative action related decisions and activities. All personnel who are responsible for hiring and promoting employees and for the development and implementation of programs or activities are charged to support this program. They shall provide leadership in implementing affirmative action goals and initiatives.

ARTICLE VIII DISSOLUTION

In the event that NAMI Mercer should be dissolved, all assets remaining, after the payment of all debts and obligations, shall be distributed to NAMI New Jersey, the incorporated state nonprofit organization, in accordance with New Jersey laws. If that entity is not in existence or is not then exempt within the meaning of 501(c)(3) of the IRS code, NAMI National, the incorporated national nonprofit organization who shares similar goals and missions as NAMI Mercer, shall be granted all assets remaining.

ARTICLE IX INDEPENDENCE STATEMENT

NAMI Mercer 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.

ARTICLE X INDEMNIFICATION

The NAMI Mercer officers and directors shall be indemnified to the fullest extent provided by law for actions taken in service to the organization, except for any action determined by the Board of Directors to have been taken in bad faith. The Board of Directors has the authority to indemnify any employees and agents of the organization to the fullest extent provided by law for actions taken in service to the organization, except for any action determined by the Board of Directors to have been taken in bad faith.

In any suit or legal action, the Board of Directors shall have the authority to advance legal fees and other costs incurred by an indemnitee. If any such suit or action results in a determination of bad faith, indemnitee shall reimburse NAMI Mercer for any advanced fees and costs.

These By Laws were approved and adopted by the membership on April 29, 2019 and witnessed by:

Dan Schubert President Date: 6/9/2019
(Dan Schubert)

Coleen Burrus Vice President Date: 6/10/2019
(Coleen Burrus)

Stephanee Kammer Secretary Date: 6/10/2019
(Stephanee Kammer)

Jerilyn Angotti Treasurer Date: 6/10/2019
(Jerilyn Angotti)