

BYLAWS OF  
NAMI Greater Houston  
A NON-PROFIT CORPORATION  
ORGANIZED UNDER THE LAWS OF TEXAS

ARTICLE I

Organization

Section 1. Name

The name of the organization is NAMI Greater Houston, endorsed by NAMI Texas, and affiliated by NAMI.

Section 2. Location

The principal office of NAMI Greater Houston shall be located in the City of Houston, County of Harris, and State of Texas.

Section 3. Purpose

The purposes for which NAMI Greater Houston is organized are exclusively charitable, educational and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

Section 4: Mission

The mission of NAMI Greater Houston is to improve the lives of all persons affected by mental illness by providing support, education and advocacy through a grassroots network.

Section 5: Use of NAMI Name and Logo

NAMI Greater Houston acknowledges that NAMI, (the National Alliance on Mental Illness), controls the use of the name, acronym, and logo of NAMI, and intellectual properties, and electronic properties, and that use of the logo and name by NAMI Greater Houston shall be in accordance with NAMI policy. Upon termination of affiliation through NAMI, the use of these names, acronyms, materials and logo of NAMI Greater Houston shall cease.

Section 6: Goals

NAMI Greater Houston will promote education, support and advocacy on mental illness:

- Educating those affected by mental illness, primarily through NAMI signature education programs;
- Supporting those affected by mental illness through support groups;
- Educating the public about mental illness through activities such as public forums and community events; and
- Advocating in our community for better treatment for those affected by mental illness.

### Section 7. Non-Discrimination

Neither NAMI Greater Houston nor its Board of Directors shall discriminate against any person or group of persons on the basis of race, disability, ethnicity, creed, sex, religion, or age in requirements for membership, its policies or actions. All programs and activities will strive to be as accessible, culturally competent and diverse as possible to meet recognized needs in the community.

## ARTICLE II

### Membership

#### Section 1. Membership shall be defined as follows:

- A. A member is any person who endorses the mission of NAMI, NAMI Texas and NAMI Greater Houston and pays dues in the amount and manner established by NAMI.
- B. A member may establish membership, support and work within several affiliates, but shall establish official voting membership in only one (1) NAMI affiliate.
- C. Membership in NAMI Greater Houston includes membership in NAMI Texas and NAMI.

#### Section 2. Supporters

NAMI Greater Houston may publicly recognize contributions from individuals, associations, and corporations that support the mission of NAMI Greater Houston.

#### Section 3. Voting Rights

- A. Any member as defined in Article II, Section 1A shall be eligible to vote if dues are received by NAMI Greater Houston by the NAMI Greater Houston record date. See Article III, Section 4.
- B. For purposes of determining a member's right to vote, a member in "good standing" shall be defined as one whose annual dues have been received by NAMI Greater Houston during the 12 months preceding the record date for NAMI Greater Houston voting.
- C. Members shall elect the Board of Directors of NAMI Greater Houston at the annual meeting.
- D. Members may adopt and amend the NAMI Greater Houston Bylaws, and amend the Articles of Incorporation, as established by the procedures described in Article XV of the NAMI Greater Houston Bylaws.

## ARTICLE III

### Membership Meetings

#### Section 1. General Membership Meetings

Members may convene for regular meetings throughout the year. Members will be informed of the date and time of the meetings. All regular membership meetings shall be open meetings.

### Section 2. Annual Meetings

The annual business meeting of the membership shall be held in September or October of each year unless otherwise directed by the Board of Directors, with the date and location to be determined by the Board of Directors. The purpose of this meeting shall include: (i) the election of Board Officers and Directors; (ii) the adoption of any amendments to, or revision of the Bylaws, and (iii) any other business that comes before the membership. Written notice of this meeting shall be provided to each member not less than thirty (30) days prior to the meeting either by hand delivery, mail, facsimile transmission, or electronic message, or shall be made available on the NAMI Greater Houston website. All annual meetings shall be open meetings.

### Section 3. Special Meetings

Special meetings may be called by the President or by a written request signed by at least one-half of the Board of Directors. No business shall be transacted at special meetings except as stated in the notice of the meeting. Written notice of this meeting shall be provided to each member not less than thirty (30) days prior to the meeting either by hand delivery, mail, facsimile transmission, or electronic message, or shall be made available on the NAMI Greater Houston website. All special meetings shall be open meetings.

### Section 4. Record Date

The record date for determining members who are eligible to receive notice of the annual or special meeting of the membership, to vote, and to otherwise take action, shall be sixty (60) days prior to the annual or special meeting unless the Board of Directors adopts by resolution an alternate record date. Such record date shall be not less than thirty (30) days or more than sixty (60) days prior to the annual or special meeting of the membership.

### Section 5. Quorum

Members attending in person shall constitute a quorum at any regular or special meeting of the membership.

### Section 6. Voting Process

- A. Votes shall be cast in person by NAMI Greater Houston members in good standing as of the record date.
- B. A majority of the votes cast by members attending in person shall, except where otherwise required by law, by the Articles of Incorporation, or by these Bylaws, decide any issue brought before any regular or special meeting.

## ARTICLE IV

### Board of Directors

#### Section 1. Governing Powers

The Board of Directors' highest duty is to ensure the mission of NAMI Greater Houston is accomplished. The Board shall have the power and duty to establish policy and adopt budgets, and other powers and duties necessary or appropriate for the administrative affairs of NAMI Greater Houston. The Directors may perform all such acts not specifically designated to be done by the entire membership; or prohibited by law, the Articles of Incorporation, or the Bylaws. The Board of Directors has the authority to hire or dismiss the Executive Director and is responsible to oversee, monitor and evaluate the Executive Director.

#### Section 2. Composition

The Board of Directors shall consist of fifteen (15) members, four (4) of whom shall serve as officers and the remaining eleven (11) as regular directors. The officers of NAMI Greater Houston are the President, Vice President, Secretary and Treasurer. The immediate past president shall serve a one year term as a non-voting ex-officio member of the Board following the completion of the term of office.

#### Section 3. Qualifications

All nominees for the Board of Directors shall be members in good standing of NAMI, NAMI Texas, and NAMI Greater Houston, residents of Texas and willing to serve their elected terms and fulfill their duties. At least 75 percent of the Board shall comprise persons who have lived with or have family experience of mental illness.

#### Section 4. Responsibilities/Duties

- A. In addition to the responsibilities vested in them by these Bylaws, the directors shall be vested with the responsibility to execute the charitable purposes as stated in the Statement of Purpose contained in the Articles of Incorporation and the Mission Statement in Article I of these Bylaws. It shall be the continuing responsibility of the Board of Directors to evaluate the overall function of the organization to ensure that the purposes are being adequately served.
- B. All board members are expected to be supporters of the organization, to attend and participate in board meetings, to contribute financially to the extent possible, and to make investments of their time and their talents.
- C. Officers and directors are required to sign the NAMI Greater Houston Conflict of Interest Disclosure Form annually. Board members shall be mindful of conflicts of interest, and when such conflict would be material, recuse themselves from participation and voting.
- D. The Board of Directors shall have the final authority to resolve the interpretation of any conflicts or ambiguities in the Bylaws.

### Section 5. Nominations for Officers and Directors

- A. Nominations for Officers and Directors shall be made by the Nominating Committee as provided in Article VII, Section 2. Written nominations may be submitted to the committee by any member no later than 60 days prior to the annual meeting. After the slate is accepted by the Board, the Secretary shall present it to the membership no later than thirty (30) days prior to the annual meeting.
- B. No employee of NAMI Greater Houston may serve on the Board of Directors during his or her tenure of employment. Any Board member who becomes a NAMI Greater Houston staff member during his or her term of office shall not continue to serve on the Board of Directors.
- C. Only one member of an immediate family shall serve on the Board of Directors at anytime. No NAMI Greater Houston employee's immediate family member shall serve on the NAMI Greater Houston Board of Directors as a voting member.

### Section 6. Terms of Office

- A. Officers and Directors are elected for terms of two years.
- B. Officers of the Board of Directors may serve no more than two consecutive two-year terms in the same office.
- C. Directors may serve no more than three consecutive two-year terms, but may be eligible for further service as a director after one year hiatus from the board.
- D. In odd numbered years, the membership shall elect the Vice President and Treasurer and five (5) additional directors, and in even numbered years, the membership shall elect the President and Secretary and six (6) additional directors.
- E. New Board officers and directors will assume office on January 1 in the year following their election.
- F. Directors may continue to serve for a time until respective successors shall have been duly elected and qualified to succeed them for a period not to exceed six months.
- G. Election of any Director to an Officer position shall restart the term limit contained in 6C above. However in no instance may a director serve more than 10 continuous active years without the required one year hiatus.

### Section 7. Advisory Directors

At any annual or other meeting of the Board of Directors, the Directors may elect one or more Advisory members of the Board of Directors. Any such advisory Director is entitled to notice of and to attend meetings of the Board of Directors but is not entitled to vote unless otherwise provided by the Articles of Incorporation or these Bylaws. The Board of Directors will designate the term of office of each advisory Director. An advisory Director who is not entitled to vote does not have the duties or liabilities of a Director as provided in these Bylaws or other law.

### Section 8. Vacancies

In the case of any vacancy of an Officer or Director, the President of NAMI Greater Houston shall appoint a replacement within sixty (60) days from the date of the vacancy upon recommendation of the Nominating Committee. An Officer or director so appointed shall serve for the unexpired term of his or her predecessor.

#### Section 9. Removal of a Director

Any Officer or Director who has three (3) absences without notice from scheduled Board of Directors meetings within a twelve (12) month period shall be subject to removal from the Board of Directors. Whenever in its judgment the best interests of NAMI Greater Houston will be served thereby, any board member may be removed from office by the vote of not less than 2/3 of the total membership of the Board of Directors. (TBOC, Title 2, Chapter 22, Sec 22.211 - Removal of Director)

### ARTICLE V

#### Board of Directors Meetings

##### Section 1. Regular meetings

The Board of Directors shall meet at least four times a year at such time and place as the Board of Directors selects. Written notice shall be provided to each member of the Board of Directors not less than thirty (30) days prior to the meeting.

##### Section 2. Special Meetings

Special meetings may be called by the President or by written request of at least five (5) Directors. Written notice shall be provided to each member of the Board of Directors not less than five (5) days prior to the meeting. The time, place, and purpose of the meeting shall be stated in the notice.

##### Section 3. Meeting Agenda

An agenda shall be distributed to all members of the Board of Directors in advance and shall be the order of business for all Board of Directors meetings.

##### Section 4. Quorum

A majority of the Board of Directors shall constitute a quorum at any meeting; and a majority of those present shall have power to act in all matters, except as specifically provided to the contrary elsewhere in these Bylaws, provided, however, that no real estate of the corporation shall be sold, leased, mortgaged, or otherwise disposed of, except by resolution approved by not less than a majority of the Board of Directors.

##### Section 5. Remote Meetings

The President may approve remote meeting participation by Directors. These participants may be included in the count for achieving a quorum. The minutes shall clearly state the director(s) attending by remote conference means and when they join and leave the meeting. Remote attendance may be by telephone or video conference means.

## ARTICLE VI

### Officers/Executive Director

#### Section 1. Designation

The officers of NAMI Greater Houston shall be President, Vice President, Secretary, and Treasurer. An individual may hold only one office at a time.

#### Section 2. Duties of Officers

**President:** The President shall appoint all standing committees (see Article VII, Section 2) and shall be an ex-officio member of all committees except the Nominating Committee and the Audit Committee. The President shall exercise general oversight over the work of all committees and that of the other officers in order to ensure that the charitable mission of NAMI Greater Houston is achieved in the best possible manner. The President shall authenticate by her/his signature, when necessary, all actions, orders, and proceedings of NAMI Greater Houston. The President shall have such powers and perform such other duties as prescribed by these Bylaws and the Articles of Incorporation, and shall have any other powers and duties usually vested in the office of a President of a Texas nonprofit corporation. The President is authorized to appoint a parliamentarian whose powers are specified in the resolution authorizing the position. The President shall preside at all meetings of NAMI Greater Houston membership and the NAMI Greater Houston Board of Directors.

**Vice President:** The Vice President shall succeed to the presidency in case of a vacancy in that office and shall perform the duties of the President in the President's absence or disability. The Vice President shall aid the President in the performance of such duties as may be assigned by the President.

**Secretary:** The Secretary shall keep an accurate record of the proceedings and business transactions at all meetings of the NAMI Greater Houston membership, of the NAMI Greater Houston Board of Directors, and Executive Committee meetings. The Secretary shall mail or submit to each Director, within fifteen (15) days, a draft of the minutes of each meeting. Minutes shall be corrected and accepted at the next meeting. The Secretary or designee shall be custodian of all of the records of NAMI Greater Houston including, but not limited to membership records, except those that may be necessary to the President and Treasurer in the conduct of their office. All records shall be held in the NAMI Greater Houston office. The Secretary or designee will send out notices of meetings and otherwise perform the duties and functions customarily performed by the secretary of a Texas nonprofit corporation.

**Treasurer:** The Treasurer shall have the oversight and responsibility for all monies, securities and other valuable properties of NAMI Greater Houston. The Treasurer shall ensure that a full and accurate account of receipts and disbursements of NAMI Greater

Houston is kept in records belonging to NAMI Greater Houston. The Treasurer shall cause all monies and other valuable effects to be deposited in the name and to the credit of NAMI Greater Houston in such accounts and in such depositories as may be designated by the Board of Directors. The Treasurer shall render to the President and the Board of Directors a written detailed account of the financial transactions, whenever required by the President, the Finance Committee, or a majority of the Board of Directors. The Treasurer shall further perform such other duties as the President or Board of Directors direct, and such other duties as usually pertain to the office of treasurer.

### Section 3.

An Executive Director may be employed by the Board of Directors of NAMI Greater Houston. The Executive Director reports to the President of NAMI Greater Houston as well as to the full Board of Directors, and is responsible for the oversight of the daily operation and management of the organization. The Executive Director has no voting rights on the Board of Directors.

## ARTICLE VII

### Committees

#### Section 1. Executive Committee

- A. The Executive Committee shall consist of the four (4) elected officers of NAMI Greater Houston plus two (2) Directors to be selected by majority vote of the Board of Directors.
- B. The Executive Committee, by majority vote of its members, shall:
  - a. Transact all business referred to it by the Board of Directors provided the action of the committee shall not conflict with that of the Board.
  - b. Act in emergencies between meetings of the Board of Directors
  - c. Take recommendations to the Board of Directors on matters of administration, policy, and personnel
  - d. Make a full written report of each meeting of the Executive Committee for submission to the Board of Directors for its approval
  - e. Approve for Board consideration a proposed budget developed by the Finance Committee.
- C. The actions of the Executive Committee must be ratified by the Board of Directors at the next regular meeting by acceptance of the meeting minutes submitted for ratification.

#### Section 2. Standing, Special, and Study Committees

The Board of Directors shall provide for the creation of an Audit Committee, a Finance Committee, a Nominating Committee and other suitable standing committees and special Ad Hoc committees as needed. The President shall appoint the members of



such committees; subject to the approval of the Board of Directors. The President, prior to approval by the Board of Directors, may form study committees.

A. Audit Committee

The Audit Committee shall consist of three (3) NAMI Greater Houston members, at least one of whom shall be a director. The committee is responsible for obtaining an independent Certified Public Accountant to annually audit the corporation books and prepare the report for presentation to the Audit Committee and then to the Board of Directors. The Audit should be completed within 180 days following the fiscal year end.

B. Finance Committee

The Finance Committee shall consist of at least three (3) NAMI Greater Houston members and shall oversee the Treasurer and establish policies and procedures to safeguard the finances of NAMI Greater Houston.

C. Nominating Committee

The Nominating Committee shall consist of at least three (3) NAMI Greater Houston members. The committee shall seek input from members and nominate Officers and Directors of the Board of Directors to be elected at the annual meeting. The committee shall also nominate replacements of Board members in the event of a vacancy.

Section 3. Tenure of Committees

Each member of a committee shall serve a one-year term and may be appointed in accordance with Section 2 above for unlimited successor terms. The President, with approval of the Board of Directors, shall appoint Ad Hoc Committees, as the need arises, to carry out a specified task, at the completion of which it automatically ceases to exist.

ARTICLE VIII

Financial Management

Section 1. Fiscal

A. the Treasurer in conjunction with the Finance Committee and Executive Director shall prepare an annual operating budget draft for review by the Executive Committee. After its review, the proposed budget shall be submitted by the Executive Committee to the Board of Directors for approval prior to or at the first meeting of the Board held in the fiscal year.

B. NAMI Greater Houston shall make publicly available an annual report of activities to include prior year fiscal information and programmatic results. (TBOC, Title 2, Chapter 22, Sec 22.352 - Financial Records and Annual Reports)

Section 2. Contracts

The Board of Directors may authorize in writing any two (2) officers or agents of NAMI Greater Houston, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of NAMI Greater Houston; such authority may be general or confined to specific instances.

### Section 3. Checks

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NAMI Greater Houston shall be signed by such officer or officers, agent or agents of NAMI Greater Houston, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

### Section 4. Deposits

All funds of NAMI Greater Houston shall be timely deposited to the credit of NAMI Greater Houston in such bank, trust companies, or other depositories as the Board of Directors may select.

### Section 5. Contributions

The Board of Directors may accept on behalf of NAMI Greater Houston any contribution, gift, bequest, or devise for the general purpose or for any special purpose of NAMI Greater Houston, according to procedures outlined in the policies and procedures manual. Any contribution, gift, bequest, or donation shall be placed in NAMI Greater Houston Unrestricted Funds, unless otherwise stipulated by the donor, and shall be dispersed by NAMI Greater Houston through normal budget authorizations.

## ARTICLE IX

### Independence

NAMI Greater Houston shall be independent of other agencies and advocacy groups not affiliated with NAMI, and shall not be governed by bylaws, articles of incorporation or boards of directors of any such other groups.

## ARTICLE X

### Books and Records

NAMI Greater Houston shall keep correct and complete books and records of accounts, as prescribed in the Policies and Procedures, and shall keep minutes of proceedings of its Board of Directors and committees. Any member, with proper written notice, may inspect the books and records in the NAMI Greater Houston office during an agreed-upon time within normal business hours, subject to maintaining confidentiality of member names and contributor names.

## ARTICLE XI

### Fiscal Year

The fiscal year of NAMI Greater Houston shall begin on the first day of January 1 and end on the last day of December of each year.

## ARTICLE XII

### Seal

NAMI Greater Houston shall not have a corporate seal.

## ARTICLE XIII

### Waiver of Notice

Whenever any notice is required to be given pursuant to State Law under the provisions of the Texas Business Corporations Code Title 2, Chapter 22, Sec 22.217 - Notice of Meeting; Waiver of Notice, or under the provisions of NAMI Greater Houston Articles of Incorporation or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE XIV

### Parliamentary Authority

Parliamentary authority shall be the current edition of Robert's Rules of Order – Newly Revised, so long as they do not conflict with existing Bylaws. In the event of a conflict, these Bylaws shall govern.

## ARTICLE XV

### Amendments

Section 1. Revision or Amendments to Bylaws Any NAMI Greater Houston member may propose revisions or amendments. Any such proposed revisions or amendments shall be submitted in writing to the Board of Directors and the President not less than sixty (60) days prior to the date of the next annual or special meeting of the membership. All proposed revisions or amendments shall be reviewed by the NAMI Greater Houston Board of Directors. The proposed revisions or amendments, along with comments by the Board of Directors, shall be communicated to each voting member, either in person, by mail, facsimile transmission, or electronic message, and made available on the NAMI Greater Houston website, not less than ten (10) or more than forty-five (45) days prior to the same meeting. A two thirds (2/3) majority of the members casting votes (Article II, Section 3, and Article III, Section 6) at an annual or special meeting shall be required to revise or amend the Bylaws. Amendments to the NAMI Greater Houston Bylaws shall become effective immediately after the meeting in which such amendments are approved unless otherwise specified.

Section 2. Amendments to the Articles of Incorporation Amendments to the Articles of Incorporation may be recommended to the members by a resolution of the Board of Directors. A vote of two thirds (2/3) of the members casting votes at an annual or special meeting shall be required to amend the Articles of Incorporation (according to procedures required by the Texas Business Organizations Code).

## ARTICLE XVI

### Dispute Resolution

The Board of Directors shall be vested with authority to mediate disputes among and between members.

Section 1. Procedure for dispute resolution relative to the By-laws between Members The Board of Directors shall mediate resolution of disputes relative to the Bylaws, which cannot be successfully resolved by the principals. Members of NAMI Greater Houston which are party to the dispute, shall notify the President of NAMI Greater Houston in writing about the existence of the dispute. The names of persons authorized to act on behalf of the disputants will be included in the notification. The NAMI Greater Houston President shall investigate the dispute and work with the parties to mediate a resolution. In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the NAMI Greater Houston President of written notice from any member, the dispute, together with the names of persons authorized to act on behalf of the Affiliate, shall be referred by the NAMI Greater Houston Board of Directors to the NAMI Texas Board of Directors for resolution.

In the event that the NAMI Texas Board of Directors cannot achieve resolution of the dispute within ninety (90) days from the receipt, the dispute, together with the names

of the persons authorized to act on behalf of the disputants, shall be referred to the NAMI Board of Directors for final and binding resolution.

Section 2. Procedure for dispute resolution between NAMI Greater Houston and other Affiliates The NAMI Greater Houston President shall receive written notice from the Board of Directors of another Affiliate(s), which is (are) party to the dispute, notifying the NAMI Greater Houston President of the existence of the dispute.

In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the NAMI Greater Houston President of written notice of the existence of the dispute, the dispute, together with the names of the persons authorized to act on behalf of the disputants, shall be referred to the NAMI Texas Board of Directors for resolution.

In the event that the NAMI Texas Board of Directors cannot achieve resolution of the dispute within ninety (90) days from the receipt, the dispute, together with the names of the persons authorized to act on behalf of the disputants, shall be referred to the NAMI Board of Directors for final and binding resolution.

## ARTICLE XVII

### Indemnification of Officers and Directors

No Director of NAMI Greater Houston shall be liable to NAMI Greater Houston or its members for damages for an act or omission in a Director's capacity as director, except to the extent otherwise provided by a statute of the State of Texas. NAMI Greater Houston may indemnify persons for whom indemnification is permitted by Texas Business Organizations Code, Chapter 8 and may purchase such indemnification insurance as the Board of Directors from time to time shall determine. The Board of Directors shall have the power to define the requirements and limitations for NAMI Greater Houston to indemnify directors, officers, members, or others related to NAMI Greater Houston.

## ARTICLE XVIII

### Dissolution

Upon the dissolution of NAMI Greater Houston, its governing body shall, after paying or making provisions for the payment of all of the liabilities of the organization, distribute its assets to one or more other non-profit corporations that are described in Section 501 (c) (3) of the Internal Revenue Code and share the same or similar purposes.

ARTICLE XIX

Whenever not otherwise provided in the Bylaws, the internal affairs of the corporation shall be governed by the procedures established in the Texas Business Corporations Code of the State of Texas.

These are current Bylaws approved by two-thirds vote of the members eligible to vote at a meeting of the NAMI Greater Houston membership held on \_\_\_\_\_  
2015

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Secretary

President