

Bylaws of
NAMI CENTRAL TEXAS
A Texas Nonprofit Corporation

*2023 Board Recommended Revisions for Membership Vote; Approved by NAMI Texas
Redlined Version*

ARTICLE I. ORGANIZATION

Section 1. Name

The name of the Corporation is NAMI Central Texas.

Section 2. Purpose

NAMI Central Texas is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent federal revenue Code.

Within the scope of these purposes, the Mission of NAMI Central Texas is to improve the lives of all persons affected by serious mental illness by providing support, education, and advocacy throughout the Metropolitan area of Austin, Texas to individuals and families affected by mental illness.

The Vision of NAMI Central Texas is to ensure acceptance of and treatment for all those with mental illness and to facilitate recovery.

Section 3. Powers

NAMI Central Texas is a Texas nonprofit Corporation and has all the powers, duties, authorizations, and responsibilities as provided by the Texas Business Organizations Code; provided that the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a Corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Code.

Section 4. Location

The principal office of NAMI Central Texas shall be located in Austin, Travis County, Texas.

Section 5. Registered Office and Registered Agent

NAMI Central Texas shall have and continuously maintain in the City of Austin a registered office and a registered agent whose office shall be ~~such~~ the registered office of the Corporation in the City of Austin. The registered office may be changed from time to time by the Board of Directors.

Section 6. Affiliation with NAMI and NAMI Texas

- NAMI Central Texas shall be independent of other agencies and advocacy groups not affiliated with NAMI.
- In the event of the dissolution of NAMI Central Texas, distribution of its assets shall be made to NAMI Texas for furtherance of its education, research, and advocacy objectives.
- NAMI Central Texas acknowledges that NAMI 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 Central Texas shall be in accordance with NAMI policy. Within 30 days of termination of affiliation through NAMI the use of these names, acronyms, materials, and logo of NAMI Central Texas shall cease.

ARTICLE II. MEMBERSHIP

Section 1. Member

A member is any person who endorses the mission of NAMI Central Texas and pays dues in the amount and manner established by the Board of Directors. A member as defined above and used henceforth shall always mean a member in good standing with this affiliate of NAMI Texas and NAMI. Membership is limited to individual members and does not cover a family of individuals living in one household.

Individuals may become members through an “Open Door” policy that allows for a reduced dues payment. “Open Door” members are defined by income or economic necessity. “Open Door” members shall have all the rights and privileges of members who pay full dues.

Section 2. Good Standing

For purposes of determining a member's right to vote, a member in “good standing” shall be defined as one in which the annual dues of the member have been received by NAMI, NAMI Texas, and NAMI Central Texas during the 12 months preceding the record date for NAMI Central Texas voting.

Section 3. Rights of Members

Any member as defined in Article II shall become a voting member if dues are received by NAMI Central Texas by the NAMI Central Texas record date.

Members shall elect members of the Board of Directors of NAMI Central Texas.

Members shall adopt and amend the Bylaws of NAMI Central Texas as established by the methods described in Article III, Section 1 of the NAMI Central Texas Bylaws.

Section 4. Supporters

NAMI Central Texas may recognize for their contributions any individuals, associations, and corporations that support the mission of NAMI.

Section 5. Membership Dues

The Board of Directors of NAMI Central Texas shall determine the membership dues in accordance with NAMI’s Standardized Dues Policy. Special donation categories may be established for sponsors, patrons, or other donors.

ARTICLE III. MEMBERSHIP MEETINGS

Section 1. Annual Meetings

Annual meetings of NAMI Central Texas membership shall be held during November or December of each year; the time and place to be determined by the Board of Directors. Written notice of this meeting shall be mailed to ~~the~~ last known address of members, or sent by electronic communication, to each member not less than 30 days or more than 60 days prior to the meeting. All membership business meetings shall be open meetings.

The purpose of this meeting shall include the election of Board members and the adoption of any amendments to or revision of the Bylaws.

Section 2. Regular Meetings

Regular meetings ~~will be held throughout the year. At least 4 meetings will be held with the Annual meeting considered one such meeting. Members will be given at least 15 days’ notice of the date and time of regular meetings. Additional regular meetings may be scheduled~~ with NAMI Central Texas may be scheduled throughout the year by the Board of Directors based on membership needs.

Section 3. Special Meetings

Special meetings may be called by at least one half of the Board of Directors, or upon written request signed by at least 25% of the voting members. No business may be transacted at special meetings except as stated in the notice of the meeting. Written notices of special meetings shall ~~be~~ sent not more than 60 days and not less than 15 days prior to the meeting.

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 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 not be less than 60 days prior to the annual or special meeting of the membership.

Section 5. Quorum

A quorum shall be established if 20 ~~percent~~ % of members as of the record date are in attendance, including mailed ballots.

Section 6. Voting Process

- A. Votes cast by NAMI Central Texas members in good standing as of the record date shall be by official secret ballot in person or by mailed ballot provided by NAMI Central Texas according to procedures adopted by the Board of Directors.
- B. ~~The NAMI Central Texas Board may implement electronic voting for the convenience of the members.~~
- C. Proxy voting is not allowed.
- D. A majority of the votes cast by voting members 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. Composition

Affairs of NAMI Central Texas shall be governed by an elected Board of Directors composed ~~at three of at least three~~ persons to be elected by the membership at its annual meeting.

Section 2. Qualifications

The Board of Directors shall be NAMI Central Texas members in good standing who are willing to serve/fulfill their duties and elected term(s).

NAMI Central Texas strives to have a Board of Directors that is fully representative of the individuals it serves. As such, it is a goal that 50% of Board members either individually have or have had mental illness or have a family member with a mental illness. ~~In addition, the Board of Directors should aim to reflect the diversity, equity, and inclusion of the population it serves.~~

Section 3. Governing Powers

The Board of Directors' highest duty is to preserve and perpetuate NAMI Central Texas. The Board shall have the power and duty to establish policy, adopt budgets, and other powers and duties necessary or appropriate for the administration of NAMI Central Texas. The Board of Directors may perform all such acts as are not 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 an Executive Director, and shall oversee, monitor, and evaluate the Executive Director.

Directors will perform their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of NAMI Central Texas. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the performance of any duty imposed or power conferred on directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning NAMI Central Texas or another person that were prepared or presented by a variety of persons, including officers and employees of NAMI Central Texas, professional advisors, or experts such as accountants or attorneys. A director is not relying in good faith if the director has knowledge concerning a matter in question that renders reliance unwarranted.

Section 4. Election and Terms of Office

At each Annual Meeting of the members, the membership will elect board members from the slate submitted by the ~~Nominating Governance~~ Committee to a term of three years. Directors may not serve more than two consecutive full terms. The term of any officer or director may be extended by the Board of Directors until a replacement is elected. ~~An individual appointed to fill an unexpired term may still be elected to two consecutive full three-year terms.~~

Section 5. Nominating Procedure

Each year the Board of Directors shall appoint a ~~Nominating Governance~~ Committee comprised of at least three members, with at least one member being a current member of the Board of Directors. Nominations to the Board of Directors may be submitted by any member in good standing to the ~~Nominating Governance~~ Committee. Any nominations from the members must be submitted to the ~~Nominating Governance~~ Committee at least 90 days prior to the Annual Meeting. The ~~Nominating Governance~~ Committee will be responsible for deciding the slate of directors. Nominations for new Board members shall be sent to the membership in writing at least 30 days in advance of the annual meeting. Nominations from the floor at the Annual Meeting shall not be accepted. Elections of Board members shall be conducted in conjunction with the Annual Meeting.

Section 6. Filling of Vacancies

Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification, or removal from office of any director will be filled by the affirmative vote of a majority of the directors present at any meeting of the Board of Directors at which a quorum is present. Any director elected or appointed to fill a vacancy will hold office for the remainder of the vacated term and until such director's successor is elected and qualified.

Section 7. Removal of a Director

Any director who has two absences from scheduled Board of Directors meetings within a 12-month period and who has not notified and been excused by the President 24 hours prior to the meeting may be removed from office by vote of the Board of Directors as set forth below.

Whenever in its judgment the best interests of NAMI Central Texas will be served thereby, any Director may be removed from office by the vote of not less than 2/3 of the total membership of the Board of Directors.

Section 8. Resignation

Any director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

Section 9. Directors' Compensation

Directors will not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, the Board of Directors will decide general guidelines for directors being reimbursed for any actual expenses incurred in the performance of their duties for NAMI Central Texas. NAMI Central Texas shall not loan money or property to, or guarantee the obligation of, any director.

Section 10. Regular Meetings of Directors

The Board of Directors shall meet at least twice a year at such time and place as the Board selects. One of these meetings shall be the annual meeting of the Board of Directors. Notice shall be given to each director not less than 14 days prior to each meeting.

Section 11. Special Meetings of Directors

Special meetings may be called by the President or by a majority of Board members with not less than five days' notice. The time, place, and purpose of the meeting shall be stated in the notice.

Section 12. Quorum for Director Meetings

A majority of members of the Board of Directors present shall constitute a quorum.

ARTICLE V. OFFICERS

Section 1. Designation

The officers of NAMI Central Texas shall be President, Vice President, Secretary, and Treasurer. Officers may hold only one office at a time.

Section 2. Election of Officers

Officers will be elected by the Board of Directors, so far as is practicable, immediately following the Annual Meeting. Members of the Board of Directors shall elect the officers from among the directors and they shall take office at the conclusion of the meeting in which they are elected. The term of any officer may be extended if necessary by the Board of Directors, until ~~their his/her~~ successor is duly elected.

Section 3. Appointed Officers

The Board of Directors may also appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents as it shall from time to time deem necessary, which will exercise powers and perform duties as set forth in these Bylaws or determined from time to time by the Board.

Section 4. Duties of Officers

- A. President. The President shall have the authority for the general supervision of the affairs of NAMI Central Texas under the direction of the Board of Directors. The President shall appoint all standing committees and shall be an ex-officio member of all committees ~~except the Nominating Committee and the Audit Committee~~. The President shall preside at all meetings of NAMI Central Texas membership and the NAMI Central Texas Board of Directors.

- B. Vice President. The Vice President shall succeed in 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.
- C. Treasurer: The Treasurer shall have the responsibility for all monies, securities, and other valuable properties of NAMI ~~Austin Central Texas~~. ~~He or she~~ They shall ensure that a full and accurate account of receipts and disbursements is kept in records. Written detailed accounts of financial transactions should be provided regularly or upon request.
- D. Secretary. The Secretary shall ~~take ensure that~~ minutes ~~of are taken at~~ all meetings of ~~the~~ Board of Directors and the Annual Meeting of members. ~~He or she~~ They shall ~~send out~~ ensure that notices of meetings ~~are sent out~~ and otherwise perform the duties and functions customarily performed by the secretary of a Corporation and other duties as assigned by the Board of Directors.

ARTICLE VI. COMMITTEES

Section 1. Committees of Directors

The Board of Directors may establish one or more committees, may delegate specified authority to a committee, and may appoint or remove members of a committee. A committee shall include one or more directors and may include persons who are not directors. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of directors.

Section 2. Advisory Boards or Committees

Advisory boards or committees not having and exercising the authority, responsibility, or duties of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by the directors. Except as otherwise provided in such resolution, members of each advisory board or committee need not be directors of the Corporation. The President shall appoint the members of advisory boards or committees. Any member may be removed by the President whenever in the President's judgment the best interests of the Corporation shall be served by removal.

Section 3. Standing and Special Committees

The Board of Directors shall provide for the creation of ~~Audit Committee Nominating Committee and other~~ suitable standing committees and special Ad Hoc committees as needed. The President shall make all appointments to such committees subject to the approval of the Board of Directors. Procedures for all committees will be developed by the Board of Directors.

Section 4. Executive Committee

The executive committee shall consist of the President, Vice President, Treasurer, Secretary, and Executive Director. The function of the executive committee shall be to carry on the business of NAMI Central Texas between meetings of the Board of Directors. All actions of the executive committee shall be reported promptly to the Board of Directors at the next meeting for ratification.

Section 5. Tenure

All committee members serve from annual meeting to annual meeting; however, the ~~committee~~ chairpersons may request continuation of committee membership from year to year. The request for continuation shall be considered by the President.

ARTICLE VII. OPERATIONS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent, or agents of NAMI Central Texas, 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 NAMI ~~Austin Central Texas~~ and such authority may be general or confined to specific instances.

Section 2. Checks

All checks, drafts, credit cards, or money orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officers, Executive Director, agent, or agents of NAMI Central Texas, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of ~~NAMI Central Texas~~ the Board of Directors.

Section 3. Deposits

All funds of NAMI Central Texas shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of NAMI Central Texas any contribution, gift, bequest, or devise for the general purpose or for any special purpose of NAMI Central Texas. Any contribution, gift, bequest, or donation shall be placed in NAMI Central Texas general funds, unless otherwise stipulated, and shall be dispersed by NAMI Central Texas through normal budget authorizations.

Section 5. Conflicts of Interest

NAMI Central Texas shall adopt a conflict-of-interest policy as part of its Board of Directors' procedures. Each Director shall be required to sign the conflict-of-interest policy annually as a requirement to continue as a Director.

ARTICLE VIII. BOOKS AND RECORDS

NAMI Central Texas shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time upon reasonable notice.

ARTICLE IX. FISCAL YEAR

Section 1. Dues

Dues shall be set by the Board of Directors. All dues will be consistent with NAMI's Standardized Dues Policy.

Section 2. Fiscal Year

The fiscal year of NAMI Central Texas shall begin the first day of January and end on the last day of December of each year.

ARTICLE X. EXECUTIVE DIRECTOR

An Executive Director for NAMI Central Texas may be hired by the Board of Directors and shall have general direction of and supervision over the day-to-day affairs of NAMI Central Texas. ~~The Executive Director shall exercise such authority and perform such duties as the President speaking for the Board of Directors may from time to time assign to the Executive Director.~~ The Executive Director, working with the Board, will define NAMI Central Texas's priorities and direction, setting goals for the organization and systematically working to achieve them. The Executive Director has no voting rights on the Board of Directors.

ARTICLE XI. NONDISCRIMINATION

~~NAMI Central Texas and its Board of Directors shall not discriminate against any person or group of persons on the basis of race, disability, ethnicity, creed, culture, language, gender, sexual orientation, gender expression, faith, socio-economic status, lived experience, religion, or age in requirements for membership, its policies or actions.~~

NAMI organizations and member affiliates shall not discriminate against any person or group of persons on the basis of race, ethnicity, culture, language, national origin, caste origin, geographic origin, age, disability, gender, sexual orientation, gender expression, education, religion, faith, socio-economic status or lived experience.

ARTICLE XII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas ~~Non-Profit~~ Nonprofit Corporation Act, these Bylaws, or under the provisions of the Articles of Incorporation, 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 XIII. INDEMNIFICATION

Section 1. Insurance

NAMI Central Texas will provide indemnification insurance for its directors, and the Board of Directors shall select the amount and limits of such insurance policy.

Section 2. Indemnification

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that ~~he or she they are or were~~ a director or officer of NAMI Central Texas shall be indemnified by NAMI Central Texas against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by ~~him/ or her their~~ (or by ~~his/ or her their~~ heirs, executors, or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

Section 3. Limits on Indemnification

Notwithstanding the above, NAMI Central Texas will indemnify a person only if ~~he or she they~~ acted in good faith and reasonably believed that ~~his/ or her their~~ conduct was in NAMI Central Texas's best interests. In the case of a criminal proceeding, the person may be indemnified only if ~~he/ or she they~~ had no reasonable cause to believe ~~his/ or her their~~ conduct was unlawful.

ARTICLE XIV. AMENDMENTS AND REVISIONS

Section 1. Amendments to ~~B~~ylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the members of the Corporation at any regular or special meeting including mailed ballots called for that purpose, provided written notice is sent to members at least 30 days in advance of the meeting and provided a quorum is present.

Any NAMI Central Texas Member may propose revisions or amendments to the Bylaws. Any such proposed revisions or amendments shall be submitted in writing to the ~~Bylaws Governance~~ Committee and the President not less than 90 days prior to the date of the next annual or special meeting of the membership. All proposed revisions or amendments will be reviewed and commented upon by the NAMI Central Texas Board of Directors. The proposed revisions or amendments, along with comments by the Board of Directors, shall also be communicated to each member either personally by mail to their last known address, facsimile transmission, E-mail, or made available on the NAMI Central Texas website, not less than 30 days prior to the next meeting that a vote will be taken. Amendments to the NAMI Central Texas Bylaws shall become effective immediately after the meeting in which such amendments are approved.

Section 2. Amendments to the Articles of Incorporation/Texas Certificate of Formation

Amendments to the Texas Certificate of Formation (formerly known as "Articles of Incorporation") may be recommended to the members by a resolution of the Board of Directors. A vote of 2/3 of the members casting votes at an annual or special meeting shall be required to amend the Certificate of Formation.

ARTICLE XV. AMENDMENTS TO THE ARTICLES OF INCORPORATION

A Charter amendment may be adopted by a majority vote of the Board of Directors and voted on by the membership. Its format should be as in Amendment Article VII to the NAMI Central Texas Charter Number 726812. It must be signed by the President and the Secretary, notarized, and submitted to the office of the Secretary of State for filing.

ARTICLE XVI. ~~TEXAS BUSINESS ORGANIZATION CODE~~

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

~~Article~~ ARTICLE XVII. ~~Invalid Provisions~~ INVALID PROVISIONS

If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

These are current Bylaws approved by a majority vote of the members eligible to vote at a meeting of the NAMI Central Texas membership held on November ~~___, 2015~~ 15, 2023.

