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# **BYLAWS**

(Updated 08/08/2023)

**Effective July 1, 2023**

# BYLAWS

## PREAMBLE

The mission of NAMI NEW JERSEY is to improve the quality of life of families and individuals affected by mental illness.

NAMI NEW JERSEY will achieve its mission by:

1. Coordinating activities with NAMI NEW JERSEY Affiliates and serving as State Organization of the National Alliance on Mental Illness.
2. Supporting, advancing, and defending the rights, interests and welfare of persons with mental illness.
3. Advocating for quality treatment, appropriate housing, and rehabilitation services for persons with mental illness.
4. Promoting public policies and adequate funding to ensure quality institutional and community services and individualized treatment for persons with mental illness.
5. Monitoring institutional and community services for quality of treatment; adequacy of staff, programming, and funding; and accountability.
6. Monitoring the activities and budgets of the New Jersey Division of Mental Health Services and other state agencies for adequacy and accountability.
7. Advocating for improved funding for research into the causes and treatment of mental illness.
8. Promoting new and revision of existing state and federal legislation.
9. Educating the public, mental health professionals, and government officials about mental illness and the urgency of meeting the health, social, vocational, and housing needs of persons with mental illness.
10. Working to eliminate the unjust stigma attached to mental illness.
11. Providing support to families through education, development, and support of local groups, and advocating for the improvement of services to families and individuals who live with mental illness.
12. Providing assistance in the formation of Affiliates throughout the State of New Jersey.
13. Delineating and enforcing consumer and family rights.
14. Serving as an information exchange for Affiliates and others.
15. Emphasizing the concepts of recovery, resiliency and contributions made by individuals and families affected by mental illness.
16. Soliciting, receiving, and contributing funds to accomplish the mission of NAMI NEW JERSEY.

ARTICLE I. MEMBERSHIP

Section 1 Categories of Members

NAMI NEW JERSEY shall have two categories of members: Members (“Members”) and, Local Affiliates (“Affiliates”)

- a. Members: Member. A person with a mental illness, a relative or friend of a person with mental illness who accepts the mission of NAMI NEW JERSEY and NAMI and is a member of an Affiliate.
- b. Local Affiliates: Affiliate. A group of five or more members which has been granted status as an Affiliate of NAMI by the NAMI Board of Directors.

Section 2 Voting Members

Voting members shall consist of Members and local Affiliates that accept the mission of NAMI NEW JERSEY and pay the annual dues in the amount and manner established from time to time for voting members by resolution of the Board of Directors of NAMI.

- a. Members
  - i. Member is a person with a mental illness, a relative or friend of a person with mental illness who accepts the mission of NAMI NEW JERSEY and NAMI, and is a member of an Affiliate, who has paid dues to NAMI and NAMI NEW JERSEY or an Affiliate for whom annual dues shall have been paid by its Affiliate to NAMI NEW JERSEY and NAMI. 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.
  - ii. Members shall be voting members of Affiliates, nominate and elect members of the Board of Trustees of NAMI NEW JERSEY as provided in Article IV, and also be the unit for the purpose of adopting and amending the Bylaws of NAMI NEW JERSEY.
  - iii. A Member may support and work within several Affiliates but shall be a voting member of only one Affiliate for NAMI NEW JERSEY purposes.
- b. Affiliates
  - i. An Affiliate shall be a group of five or more Members which has been granted status as an Affiliate of NAMI by the NAMI Board of Directors.
  - ii. All Affiliates within the State of New Jersey shall become members of NAMI NEW JERSEY.
  - iii. An Affiliate in good standing shall be defined as an Affiliate whose dues have been paid to NAMI NEW JERSEY and NAMI for the current fiscal year.
  - iv. All applications to NAMI for Affiliate membership in NAMI shall be endorsed by NAMI NEW JERSEY. Failure or refusal of NAMI NEW JERSEY to endorse favorably a membership application of a proposed Affiliate within 60 days of the date of NAMI NEW JERSEY's receipt of a copy of the Application from NAMI may, at the election of the Applicant, be deemed to be a dispute resolved through the provisions of Article IX.

Section 3 Affiliate Names

All Affiliates shall include “NAMI” in the first position of the Affiliate’s name.

ARTICLE II. MEETINGS

Section 1 Membership Meetings

- a. Annual Meeting. An annual meeting of the members shall be held each year for the purpose of the transaction of such business as may come before the meeting.
- b. General Meetings. General meetings will be held at least, but not limited to, two times per year at a time and place designated by the Board of Trustees. General meetings can include opportunities for NAMI NJ to conduct business and/or educational opportunities. The annual meeting and annual conference may constitute a general meeting.
- c. Special Meetings. Special meetings of the membership may be called at any time by the President with the approval of the Board of Trustees.
- d. Meeting Notice. Notice of meetings at which Affiliates or Members have the right to vote shall be given at least 30 days in advance of the meeting. Notice of issues to be voted on shall be given 30 days in advance of the meeting.

Section 2 Voting Rights

- a. Affiliates.
  - i. Each Affiliate in good standing shall be entitled to vote on major issues submitted to a vote in any election or other vote on NAMI NEW JERSEY matters excepting the nomination and election of members of the Board of Trustees and adoption and amendment of the Bylaws of NAMI NEW JERSEY. The number of votes shall be determined by the following schedule of number of paid-up Members in the Affiliate thirty (30) days prior to the date votes are cast.

<u>Number of Members</u>	<u>Number of Votes</u>
<u>5 - 25</u>	<u>1</u>
<u>26 - 50</u>	<u>2</u>
<u>51 - 75</u>	<u>3</u>
<u>76 - 100</u>	<u>4</u>
<u>101 or more</u>	<u>5</u>

- ii. Each Affiliate in good standing, through a vote by its Members, shall designate one delegate to cast the Affiliate's vote in accordance to NAMI NEW JERSEY procedures for any action submitted to a vote at a meeting of NAMI NEW JERSEY.
  - iii. Twenty percent (20%) of Affiliates in good standing shall constitute a quorum. All questions shall be decided by majority vote except as otherwise stated in these Bylaws.
- b. Members
    - i. Members in good standing shall vote individually, in accordance with NAMI NEW JERSEY procedure, for Trustees and revisions and amendments to these Bylaws.
    - ii. Eighteen persons, six from each region, shall constitute a quorum of Members.
    - iii. Voting shall be conducted for Trustees as provided in Article IV Section 5 and for Bylaws as provided in Article VIII.

Section 3 Board of Trustees Meetings

- a. Meetings of the Board of Trustees shall be conducted no less than six times per year, on a day designated by the Board of Trustees.
- b. Special meetings of the Board of Trustees may be called with the approval of five Trustees upon notification to the President. Written notice of special Board of Trustees meetings shall be received at least ten days in advance of the proposed meeting.

- c. All Committee Chairpersons shall attend the meetings of the Board of Trustees. President to appoint the chair to all committees. A committee chair can be removed by the President in consultation with the Exec Committee.
- d. A quorum shall constitute a majority of the Trustees then serving.
- e. If any Trustee shall fail to attend three consecutive Board of Trustees meetings without satisfactory cause, the Board of Trustees may, after consultation with such Trustee, consider the position vacant.

ARTICLE III. FINANCES

Section 1 Funds

All funds received by NAMI NEW JERSEY shall be credited to the Organization and placed in depositories approved by the Board of Trustees. All checks drawn by the Organization shall be signed as authorized by the Board of Trustees in accordance with its approved policies. Checks shall be issued for all bills owed by the Organization within the provisions of the budget adopted by the Board of Trustees or pursuant to special appropriations made by the Board.

Section 2 Grants, Gifts

The Board of Trustees may accept on behalf of the Organization any grant, contribution, gift, bequest, or devise for the general purposes or for any special purpose of NAMI NEW JERSEY. Such grant, contribution, gift, bequest, or devise may not be used to endorse any commercial products of the donor.

Section 3 Audit

The account of NAMI NEW JERSEY shall be audited annually after the close of the fiscal year by a certified public accountant.

Section 4 Fiscal Year

The fiscal year of the Organization shall be from July 1 to June 30.

Section 5 Bonding

The Board of Trustees shall require the bonding or theft insurance coverage of staff and officers having access to funds.

Section 6 Dues

Members who pay annual dues, as set by the NAMI Board of Directors, shall be members of NAMI, State, and local Affiliate. Affiliate membership shall be for a period of one year.

ARTICLE IV. BOARD OF TRUSTEES

Section 1 Composition

The Board of Trustees shall consist of 15 members, two representing each of the three Regions of the State of New Jersey, each elected by the Regions' Members and three At-large Positions elected by Board of Trustees from all Regions of the State of New Jersey.

Section 2 Qualifications

Board memberships shall be open to individuals who have a deep and abiding interest in persons with mental illness. Candidates for the Board of Trustees of NAMI NEW JERSEY must live, work and/or volunteer in the region that they would represent except for the At-Large Position.

- a. All candidates for the Board of Trustees of NAMI NEW JERSEY must be members in good standing of NAMI NEW JERSEY.

All candidates for the Regional Positions on the Board of Trustees of NAMI NEW JERSEY must be members in good standing of an Affiliate of NAMI NEW JERSEY in the region in which they are candidates.

Section 3 Term of Office

- a. The term of Trustees is three years.
- b. In the event a Trustee position is vacant, the Governance Committee will recommend candidates to the Board of Trustees. The Board will appoint a nominee to fill the term of office.

Section 4 Duties

The Board shall represent the interests of all the members, ensure the Bylaws are fairly applied, concern themselves with the well-being of the Organization, and shall further insure the representation of the interests of, among others, consumers, marginalized groups, ages, urban, rural and the geographical areas within the state.

Section 5 Nomination and Election of Trustees

- a. Nominations for Trustees shall be solicited from Affiliates and Members at least ninety days before the Annual Meeting. Each nomination shall be accompanied by a brief resume, upon permission of the nominee.
- b. The Governance Committee shall prepare a slate of nominees for the Board of Trustees including those directly nominated by Affiliates, Members, and those it nominates additionally.
- c. The slate of nominees shall be sent to Members not less than 30 days prior to the Annual Meeting.
- d. Each Member in good standing may vote for those nominees from their own Region by returning the official ballot to the Governance Committee 15 days prior to the Annual Meeting.
- e. The Governance Committee shall determine the results of the election and certify to the Board of Trustees the outcome of the election prior to the Annual Meeting.
- f. At-large trustees are recruited statewide to add diversity to the Board and enable the nomination of effective persons, representative of culturally diverse backgrounds and/or possessing special skills. At-large Trustees are elected by the Board of Trustees from Nominees recruited by the Governance Committee from all Regions of the State of New Jersey.

ARTICLE V. OFFICERS

Section 1 Selection of Officers

At the annual reorganization meeting, the board shall elect the Officers from among the Trustees.

Section 2 Term of Office

The Officers shall be elected every other year. An Officer will serve for a period of 2 years.

Section 3 Duties

a. President

The President shall preside at all general meetings as well as meetings of the Board of Trustees; be responsible for special programs; report to the Board of Trustees; be co-signer of all bank accounts; (and) be responsible for duties that the Board of Trustees may assign, will appoint committee chairpersons in consultation with the executive committee and members of committees in consultation with the committee chair and shall serve as an ex-officio member of all committees.

b. First Vice President

The First Vice President shall be a chairperson of a NAMI NEW JERSEY Committee, and shall, in the absence of the President, preside at the general meetings as well as the meetings of the Board of Trustees. If the President position be vacated, the First Vice President shall serve as the Interim President until the next election and be responsible for duties that the Board of Trustees may assign.

c. Second Vice President

The Second Vice President shall be a chairperson of a NAMI NEW JERSEY Committee and be responsible for duties that the Board of Trustees may assign.

d. Secretary

The Secretary shall oversee the minutes of all general and Board meetings and be responsible for duties that the Board of Trustees may assign. Secretary is responsible for the overall management of board data system, ensuring at all Agendas, minutes, meeting schedules are inputted into the system.

e. Treasurer

The Treasurer shall oversee all books of record and other financial matters, report at all Board Meetings, be a co-signer of all bank accounts, and be responsible for duties that the Board of Trustees may assign.

Section 4 Vacancies

In the event of vacancy, the Governance Committee will recommend a candidate/s to the Board of Trustees. The Board will elect a nominee to fill the term of office.

ARTICLE VI. COMMITTEES

Section 1 General Provision

- a. The Board of Trustees shall have the authority to establish committees and set policies and procedures for all committees. All committees shall act in an advisory capacity to the Board of Trustees. The Board president will appoint the Governance Committee and its members.
- b. Committee reports will be presented to the Board of Trustees.

Section 2 Executive Committee

- a. There shall be an Executive Committee responsible to the Board of Trustees which shall have the power to act or have general charge of the affairs of the Organization between Board meetings in accordance with Board policy.

- b. The Executive Committee shall consist of the President, Vice Presidents, Secretary, and Treasurer, and shall be chaired by the President. The immediate Past President may be an ex-officio, non-voting member for one year.
- c. The Executive Committee shall report its actions at the next meeting of the Board of Trustees.
- d. Removal of an officer will take place after a 2/3 vote of the full board.

Section 3 Standing Committees

In addition to such other committees as the Board of Trustees may from time to time authorize there may be the following standing committees:

- Affiliate Relations Committee
- External (Fund Development, Public Relations)
- Governance/Finance Committee
- Internal Committee (Programs, Evaluation, DEI)
- Investment Committee

The Governance/Finance Committee are limited to members of the Board of Trustees.

Section 4 The Governance Committee will oversee the operations of the board and organization. The chair will be appointed by the Board President. Within the Governance Committee, additional subcommittees may form. Including the By-laws Subcommittee, which is made up of the President, CEO, Governance Chair.

Section 5 Members will be removed from committees at the authority of the committee chair and Board President. Committee Chairs will be removed at the authority of the Board President in consultation with the Executive Committee.

ARTICLE VII. CHIEF EXECUTIVE OFFICIER (CEO)

Section 1 The Board of Trustees shall be empowered to engage the services of a CEO. The CEO shall be responsible to the Board of Trustees.

Section 2 The CEO, shall, when necessary, meet with and advise the Board of Trustees and all committees of NAMI NEW JERSEY. The CEO shall be an ex-officio, non-voting member of all committees.

Section 3 The CEO shall be a co-signer of all bank accounts.

ARTICLE VIII. ADOPTION, REVISION OR AMENDMENT OF BYLAWS

Section 1 Adoption

These Bylaws shall be submitted to the Annual Meeting of NAMI NEW JERSEY and shall take effect after being approved by a two-thirds (2/3) majority of Members voting.

Section 2 Revision or Amendment

Revision or amendments may be proposed by any voting member or any Trustee. Any such proposed revision or amendment shall be submitted in writing to the Bylaws Committee not less than 90 days prior to the date of the next Annual Meeting. Each Member shall receive by mail all proposed revisions or amendments to these Bylaws with written notice of the next Annual Meeting not less than 60 days prior to the date of the Annual Meeting. Each Member will receive a mail ballot on which to vote on the proposed bylaw revisions or amendments. Authorized ballots must be returned by mail no later than ten working days prior to the Annual Meeting. A two-thirds (2/3) vote of the Members voting shall be required to revise or amend the Bylaws.



Notwithstanding the foregoing, the Governance Committee may propose to the board non-substantive Bylaw revisions to eliminate inconsistencies, remove references to standing committees no longer active or needed, and/or make other changes of a corrective or technical nature. Any such Bylaw revisions the Governance Committee proposes shall take effect only upon board approval.

ARTICLE IX. DISPUTE RESOLUTION

Section 1 Procedure for Dispute Resolution between Affiliates/Proposed Affiliates

The Board shall mediate resolution of any dispute between Affiliates/proposed Affiliates which cannot be successfully resolved by the principals. The President shall receive written notice from the Board of Directors of the Affiliate(s)/proposed Affiliate(s) which are party to the dispute, notifying him/her of the existence of the dispute and the names of persons authorized to act on behalf of the disputants. The President shall investigate the dispute and work with the parties to mediate a resolution.

In the event a resolution of the dispute cannot be achieved within 90 days from the receipt by the President of written notice of the existence of the dispute, the dispute, together with the names of persons authorized to act on behalf of the Affiliate/proposed Affiliate, shall be referred to the NAMI Board for final and binding resolution by the NAMI Board.

Section 2 Procedure for Dispute Resolution between NAMI NEW JERSEY and Affiliates/Proposed Affiliates

The Board shall mediate resolution of any dispute which cannot be successfully resolved between NAMI NEW JERSEY and its Affiliates/proposed Affiliates. The President shall receive written notice from the Board of Directors of the Affiliate(s)/proposed Affiliate(s) which are party to the dispute, notifying him/her of the existence of the dispute and the names of person authorized to act on behalf of the disputants. The President shall investigate the dispute and work with parties to mediate a resolution.

In the event a resolution of the dispute cannot be achieved within 90 days from the receipt by the President of written notice of the existence of the dispute, the dispute, together with the names of persons authorized to act on behalf of the Affiliate/proposed Affiliate, shall be referred to the NAMI Board for final and binding resolution by the NAMI Board.

ARTICLE X. USE OF NAMI NAME AND LOGO

NAMI NEW JERSEY acknowledges that NAMI controls the use of the name, acronym and logo of NAMI and AMI, and that our use of the logo and name shall be in accordance with NAMI policy. Upon termination of affiliation with or charter by NAMI, the uses of these names, acronyms and logo by NAMI NEW JERSEY and its members shall cease.

ARTICLE XI. NONDISCRIMINATION

NAMI NEW JERSEY and its member Affiliates shall not discriminate against any person or group of persons on the basis of race, disability, creed, gender, sexual orientation, religion, age or handicap in the requirements for membership, its policies, or actions.

ARTICLE XII. NOT-FOR-PROFIT-CORPORATION LAW

Wherever not otherwise provided in the Bylaws, the internal affairs of NAMI NEW JERSEY shall be governed by the not-for-profit corporation laws of the State of New Jersey.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

A current edition of Robert's Rules of Order shall govern the conduct of business in all applicable cases

that are not in conflict with these Bylaws.

ARTICLE XIV. DISSOLUTION

Section 1 Dissolution

The Organization (NAMI NEW JERSEY) may be dissolved by a two-thirds vote of the Trustees then serving at two consecutive meetings of the Board of Trustees and provided that the Affiliates in good standing have been notified and two-thirds have voted to approve the dissolution.

Section 2 Distribution of Funds on Dissolution

In the event of dissolution of NAMI NEW JERSEY, after payment of all liabilities of the Organization, the Board of Trustees shall dispose of all assets in such manner to such organization or organizations organized exclusively for the betterment of individuals with mental illness in the State of New Jersey. In no event shall any portion of the property of NAMI NEW JERSEY be distributed to any Trustee, Officer, or member of the Organization.

Approved by NAMI NEW JERSEY Membership:

\_\_\_\_\_ Date

\_\_\_\_\_  
Mark Williams, President, Board of Trustees

Adopted 1985  
NAMI NJ Bylaws - Update approved on

