

**Bylaws**  
**NAMI Wyoming**  
**National Alliance on Mental Illness**  
**(Adopted by Membership 5/2/09, as amended 5/18/14)**

**PREAMBLE: Mission Statement**

NAMI Wyoming exists to provide advocacy, education and support to individuals living with mental illness and their families. NAMI Wyoming's mission is to be a force for change in the lives of all those affected by mental illness. To fulfill this mission NAMI Wyoming will:

- Support, advance and defend the rights, interests and welfare of persons with serious mental illnesses in Wyoming and ensure that persons with mental illness - in institutions and in the community - are protected from abuse, possible harm or exploitation.
- Educate the public, mental health professionals and government officials regarding the urgency of meeting the personal health, social, vocational and housing needs of people with serious mental illnesses and the necessity of understanding the dimensions of the illnesses
- Encourage, promote and support policies at local, state and federal levels to insure quality institutional and community services for people with severe mental illnesses and monitor services being offered.
- Eliminate the unjust stigma attached to mental illnesses through the use of media, schools and other avenues of communication.
- Develop a state public policy agenda to be used as a tool to coordinate state and local advocacy efforts
- Conduct advocacy at the state level within the legislative, executive and judicial branches
- Monitor budgets and activities of state agencies and pertinent legislative activities and initiatives.
- Support Local affiliates by (1) organizing new affiliates; (2) providing state information and referral service; (3) providing training, support and technical assistance for educational programs and initiatives; (4) conducting an Annual State Conference
- Collaborate with other state mental health and substance abuse organizations and advocacy groups
- Serve as an information exchange center for similar groups in Wyoming.
- Solicit, receive and contribute funds to accomplish the above programs.
- Report State Issues to NAMI

**Article I**

Membership

Section 1. Members.

- a. Definition—A “Member” shall be defined as anyone who accepts NAMI Wyoming's Mission and pays dues in accordance with NAMI policy.

A Member shall have had his or her annual dues paid by the respective Affiliate to NAMI Wyoming and to NAMI.

Members may become members through an "Open Door" policy that allows for a reduced dues payment which will be determined by the NAMI Board of Directors. "Open Door" Members are defined by income or economic necessity, at the discretion of the NAMI Wyoming Board of Directors. "Open Door" Members shall have all the rights and privileges of members who pay full dues.

Regardless of their point of entry, all NAMI members are considered members of all levels of NAMI: National, State Organization, and Local Affiliate.

- b. Voting rights—Members (i) shall be the voting members of Affiliates, (ii) shall nominate and elect the members of the Board of Directors of NAMI Wyoming and adopt and amend the bylaws of NAMI Wyoming, (iii) Members will be insured of equal access to the process of nominating and electing the members of the NAMI Wyoming's Board of Directors and adoption and amendment of NAMI Wyoming's Bylaws. Members will be allowed one vote in person at the annual meeting or one vote by mail, (iv) The adoption and/or amendment of the NAMI Wyoming Bylaws shall be by a two-thirds (2/3) majority of all Members of all member Affiliates within Wyoming voting.
- d. Dues—The amount of dues to be paid by each member will be determined by the NAMI Board of Directors.

## Section 2. Local Affiliates ("Affiliates")

- a. Definition - Affiliates shall be groups of five or more Members.
- b. Roles - The roles of Affiliates may include
  - i. Recruit and maintain local membership
  - ii. Organize and assist local support groups,
  - iii. Provide local information and referral services
  - iv. Conduct community education by serving on local committees and boards, to interact with local professionals
  - v. Involve other community groups in the NAMI Wyoming agenda,
  - vi. Work with the local media on matters relating to mental illness
  - vii. Report on local issues and needs to NAMI Wyoming
  - viii. Engage in fund raising for Affiliate, State, and NAMI offices and programs
  - ix. Engage in grass roots advocacy on local, state and federal issues.
- c. Voting Rights -Each Affiliate in good standing shall be entitled to cast vote/s in any matter before a meeting of the members excepting the nomination and election of the Board of Directors. The number of votes per affiliate shall be determined by the following table:

Number of Members in the Affiliate thirty (30) days prior to the date of the meeting at which votes are cast.	Number of Votes
5-50	1
51-100	2
101 - 200	3
201 - 300	4
301-100	5
101-500	6
501-plus	7

For the purposes of determining an Affiliate's entitlement to vote, an Affiliate in "good standing" shall be defined as one in which the dues of at least five (5) of its members shall have been paid to NAMI Wyoming and to NAMI during the 12 months preceding the credentialing date thirty (30) days prior to the annual meeting of NAMI Wyoming. A list of local voting members constituting the voting membership of the Affiliate shall accompany the dues payment.

- d. All applicants to NAMI for affiliate membership shall be endorsed by NAMI Wyoming within sixty (60) days of receiving it from NAMI.
- e. Name and Logo - Affiliate members shall include in their names the words NAMI and an appropriate location name. NAMI Wyoming acknowledges that NAMI controls the use of the name, acronym and logo of NAMI and AMI that their uses shall be in accordance wrth NAMI policy, and that upon termination of affiliation with or charter by NAMI, the uses of these names, acronyms and logo by an Affiliate member or NAMI Wyoming shall cease.
- f. Non-Discrimination - Neither NAMI Wyoming nor any member Affiliate shall discriminate against any person or group of persons on the basis of race, disability, creed, sex, religion, or age in the requirements for membership, its policies, or actions.
- g. Independence - NAMI Wyoming and its Affiliates 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.

Section 3. Supporters. Affiliates and NAMI Wyoming may recognize, for their contributions, individuals, associations, and corporations that support the mission of NAMI.

Section 4. Procedure.

- a. Resolution of Disputes Between Members and Proposed Affiliates  
The Board of Directors of NAMI Wyoming shall have the authority to mediate disputes between its member Affiliates, between its proposed Affiliates and between its members and proposed Affiliates. The NAMI Wyoming Board President shall receive written notice from

the Board of Directors of the member Affiliate(s) or organizers of the proposed Affiliate(s), which are party to the dispute, which informs the NAMI Wyoming Board of the Directors of the nature of the dispute and the names of the person(s) authorized to act on behalf of the disputants. The members of the Executive Committee along with the Executive Director will investigate the dispute and attempt to resolve the problem within thirty days of the receipt of written notice. If they are unable to resolve the dispute, the issue will be presented to the entire board for action or resolution.

In the event the resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the president of NAMI Wyoming of a written notice from the Board of Directors of any member Affiliate or organizers of a proposed Affiliate of the existence of a dispute, or by agreement sooner, the dispute, together with the names of the persons authorized to act on the behalf of the member or proposed Affiliate, shall be referred by the NAMI Wyoming board to the NAMI Board for final and binding resolution by the NAMI Board.

b. Resolution of Disputes Between NAMI Wyoming and Its Member Affiliates or Proposed Affiliates- Disputes between NAMI Wyoming and its Affiliates or proposed Affiliates will be resolved by the NAMI -WY Executive Committee, Executive Director, and Board of Directors of the member Affiliates or proposed affiliates within 30 days of written notice received by the NAMI Wyoming Board President. If resolution of the dispute cannot be achieved, the dispute will be presented to the NAMI Wyoming Board of Directors for resolution.

In the event that a resolution of the dispute cannot be achieved within ninety (90) days - from the receipt by the president of NAMI of a written notice from the organizers of a proposed Affiliate or from the Board of Directors of an Affiliate or NAMI Wyoming of the existence of the dispute, or by agreement sooner, 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 of the NAMI Board.

c. Termination of the NAMI Wyoming charter shall not result in termination of the status of its Affiliate members as members of NAMI.

## **Article II**

### **Finance**

Section 1. The fiscal year will be July 1 through June 30.

Section 2. Financial policy will be determined by the NAMI Wyoming Board of Directors which shall be in accordance with applicable federal and state statutes and regulations.

## **Article III**

### **Meetings**

Section 1. Annual Meeting. The annual meeting of the members of NAMI Wyoming shall be

held on a Saturday in May prior to the end of the month—such dates and at such place as the Board of Directors shall designate. All members and affiliates shall be given notice, in writing of the exact dates, time and physical address of the meeting not less than thirty (30) and not more than sixty (60) days prior to the meeting. Voting members present at the annual meeting and all written ballots mailed by voting members postmarked fourteen (14) days before the first day of the annual meeting constitute a quorum. All meetings of the Board, its committees and the membership shall be governed by Roberts' Rules of Order.

Section 2. Special Meetings. Special meetings of the members may be called by a majority of the Board of Directors. Special meetings may also be called by petition of one-eighth of the general membership if five percent (5%) of the voting members of the corporation sign, date and deliver to any corporate officer one or more written demands for a special meeting, describing the purpose or purposes for which it is to be held. The Board of Directors shall then schedule a special meeting within thirty (30) days of receipt of written demands for a special meeting and shall provide written notice to the members not less than fourteen (14) days prior to the special meeting. All members in attendance and all members casting ballots in writing postmarked not later than seven (7) days prior to the special meeting shall constitute a quorum. Notice for the meeting shall state the purpose for the meeting including all items which are subject to vote by the members.

Section 3. Resolutions. All resolutions proposed to be acted upon at annual meetings shall be proposed only by voting members or the Board of Directors. All proposed resolutions shall be submitted to a Resolutions committee appointed pursuant to Article VI, Section 2 of the bylaws, the Board in writing and in advance of the meeting session at which they are to be considered. Proposed resolutions must be received by the state office not less than sixty (60) days prior to the meeting. Such resolutions as accepted by the Resolutions committee Board shall be forwarded to each voting member in good standing not less than thirty (30) days prior to the meeting. Resolutions shall be sent to the state office by United States Postal Service either by registered mail, certified mail, Express Mail or Priority Mail, or any other USPS service offering Return Receipts or Signature Confirmation.

## **ARTICLE IV**

### **Board of Directors**

Section 1. Directors. The Board of Directors shall consist of not less than nine (9) and not more than twenty-one (21) directors elected by the membership. This number of directors shall include the immediate past president of NAMI Wyoming, the Wyoming representative to the NAMI Consumer Council, and one representative from each of the five state mental health regions in the state of Wyoming.

Section 2. Qualifications. The Board of Directors shall be NAMI members and consist of, at least seventy-five percent, persons who have or have had mental illness, or parents or other relatives thereof. Directors may serve no more than two consecutive full terms. No employee of NAMI or NAMI Wyoming may serve on the Board of Directors during their tenure of employment and for one year thereafter. Any board member who becomes a NAMI or NAMI Wyoming staff member during their term of office shall not continue to serve on the Board of Directors.

Section 3. Terms of Office. Commencing in 2010 and at each annual meeting thereafter, the membership shall elect 1/3 of the current number of directors for a term of three (3) years or until their respective successors shall have been duly elected and qualified to succeed the class of directors whose term will expire at the end of such meeting; commencing in 2012 and at each third annual meeting thereafter.

Section 4. Nominating Procedure for Directors. Nominations for directors shall be made by members or member affiliates. No member or member affiliate may nominate more than one individual for director per election. Nominations shall be in writing and forwarded to the office of the president of the corporation not less than sixty (60) days prior to the commencement of the next annual meeting. The office of the president, or the president's designee, shall submit to each voting member the name, nominator, and resume of each individual so nominated at least thirty (30) days prior to the annual meeting.

Section 5. Vacancy. In case of any vacancy of one or more regular members of the Board of Directors, the Board of Directors shall elect the person or persons who shall fill the vacancy or vacancies until the next annual meeting, at which meeting the voting members shall elect the person or persons for the then remaining unexpired term or terms. In the event of a vacancy that occurs after the close of the sixty (60) day nomination period prior to an annual meeting, but still prior to the annual meeting, the Board of Directors shall elect a replacement to serve until the subsequent annual meeting (that is, the annual meeting that takes place after the next cycle of the nominating period).

## ARTICLE V

### Directors Meetings

Section 1. Annual Meeting. After each annual meeting of the members, the Board of Directors shall meet and organize by electing, from among the directors, the officers. Such officers shall hold office until the next annual meeting or until their successors shall have been duly appointed.

Section 2. Special Regular Meetings. In addition to the Annual Meeting, the board of Directors shall hold at least five (5) special regular meetings annually, the times and places of which to be designated by the President. Directors shall be given at least fourteen (14) days notice in writing of the date, time and location of the special meeting. The meetings may be held by telephone conference or in person at the discretion of the Board.

Section 3. Emergency Special Meetings. Emergency Special meetings of the Board of Directors may be called by the President or by a majority of the current number of Board Directors. Written notice of the date, time and location of the emergency meeting shall be given not less than two (2) days prior to the meeting. Notice by email shall be considered written notice.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum at any meeting; and a majority of those present in either case 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. Duties. In addition to the responsibilities vested in them by these Bylaws, the directors shall be vested with the responsibility to execute the corporate purposes as stated in the Statement of Purpose contained in the Articles of Incorporation. The Board of Directors shall be responsible for the general management of NAMI Wyoming. This entails establishing policies, reviewing operations, providing directions and goals, assisting in securing funding, monitoring finances and hiring and working with the Executive Director. All Board members are expected to be active advocates and participants on at least one committee. Directors should provide NAMI Wyoming with dedication, skills, and resources to further its goals and objectives.

Section 6. Consent to Corporate Action. If the directors of the corporation, acting without a meeting, shall severally or collectively consent in writing to any action to be taken by the directors, such consents shall have the same force and effect as a unanimous vote of the directors at a meeting duly held. This includes electronic communications if 1) the Board of Directors/committee members can reasonably verify that the person at the other end is who they claim to be; 2) the same notice is given of the conference/vote as would be required for a meeting; 3) the number of directors participating in the conference/vote is a quorum. Participation in a meeting by electronic communication constitutes personal presence at the meeting.

Any certificate in respect of action taken by the written consent of the directors or through electronic communication (as described above) shall state that such action was taken in accordance with this Bylaw and has the same force and effect as a unanimous vote of the directors at a meeting duly held.

Section 7. Removal for Non-attendance at Board Meetings. Directors are expected to attend at least four (4) meetings of Board of Directors per year and failure to do so without excuse may serve as a basis for removal of that individual of the board. The determination of whether a particular individual should be removed for non-attendance shall include consideration of contributions that the individual has made to the organization in his or her capacity as a Director in lieu of attendance at Board meetings. When the Board of Directors determines that an individual should be removed, that individual shall be provided with notice of the intention to remove and shall have the opportunity to respond and object to such removal before the full Board within ten (10) days of receipt of notice. This will become effective for Directors elected beginning in 2009.

## **ARTICLE VI**

### **Committees**

Section 1. Standing Committees. The Board of Directors by resolution adopted by a majority of the Directors in office may designate Standing Committees consisting of both Board Members and other individuals appointed by the committee chair. Such committees, to the extent provided in such resolution, shall have and exercise the authority granted by the Board of Directors in the management of the corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 2. Executive Committee. The Executive Committee shall be comprised of the President, Vice-President, Secretary, Treasurer, the immediate Past President and the Executive Director ex officio. The President shall act as Chair and the Secretary as Secretary of the Committee. In the interim between the meetings of the Board of Directors, the Executive Committee shall have and shall exercise all of the powers of the Board except the powers described in Section 1 of Article VI. Four of the regular members of the Committee shall constitute a quorum. All actions by the Executive Committee shall be reported to the Board of Directors at its next meeting and shall be subject to revision and alteration by the Board; provided no right of third parties is affected by such a revision or alteration. The Committee shall keep minutes of all of its meetings and transactions, and such minutes shall be reported at each meeting of the Board for approval and ratification by the Board of actions taken by the Executive Committee.

Section 3. Other Committees. Other committees not having and exercising the authority of the Board of Directors and not necessarily having a Director as a member thereof may be designated by resolution adopted by a majority of the Directors in office.

## ARTICLE VII

### Officers

Section 1. General. The corporation shall have a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors shall deem necessary for the proper management of the corporation.

Section 2. President. The President shall preside at all meetings. The President shall exercise such authority and perform such duties as the Board of Directors may from time to time assign. The President shall appoint committee chairs, at his or her discretion, no later than thirty (30) days after the annual meeting.

Section 3. Vice-President. In the event of the President's incapacity or inability to act for any reason, the Vice President shall possess all the powers and perform all the duties of the President. The Vice president shall also exercise such authority and perform such duties as the Board of Directors may from time to time assign.

Section 4. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall record all votes taken and the minutes of all proceedings in a minute book of the corporation to be kept for that purpose. The Secretary shall give notice of meeting and shall perform such other duties as are incident to the office of Secretary and as may be assigned to the Secretary by the Board of Directors or President of the Corporation. The Secretary shall retain in the minute book of the corporation all written consents of the Directors adopted in accordance with Section 6 of Article V. The Secretary shall attest the signatures of authorized officers of the corporation on any instrument requiring attestation.

Section 5. Treasurer. The Treasurer may, with the consent of the Board of Directors, assign such duties to the staff of the corporation. The Treasurer or assigned staff shall have supervision and custody of all monies, securities and other valuable properties of the corporation and shall cause



to be kept full and accurate accounts of the receipts and disbursement of the corporation in books belonging to it. The Treasurer shall cause all monies and other valuable effects to be deposited in the name and to the credit of the corporation in such accounts and in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse and supervise the disbursement of funds of the corporation in accordance with authority of the Board of Directors, taking proper vouchers therefore. The Treasurer shall render to the President and Directors, whenever required, a written detailed account of his transactions as Treasurer and of the financial condition of the corporation, including a statement of all its assets, liabilities, and financial transactions. 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. The Treasurer shall be relieved of all of the responsibility for any securities or monies or the disbursement thereof committed by the directors to the custody of any other person or corporation, or the supervision of which is delegated by the Board of Directors to any other officer, agent or employee, and the Treasurer shall not be responsible for any action of any officer, agent or employee of the corporation.

## **ARTICLE VIII**

### **Executive Director**

An Executive Director may be employed by the Board of Directors and shall have general direction of and supervision over the day-to-day affairs of the corporation. The Executive Director shall exercise such authority and perform such duties as the Board of Directors may from time to time assign to the Executive Director.

## **ARTICLE IX**

### **Indemnification of Directors, Officers, Employees and Agents**

Each person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation in the manner and to the full extent that the corporation has power to indemnify such person as required by Wyoming State Law; provided, however, that the corporation shall not so indemnify such person, or purchase or maintain indemnity insurance for the benefit of such person, in the event such indemnification or expenditure would either (i) then constitute an act of "self-dealing" or a "taxable expenditure," as defined by Sections 4941 (d)(1) and 4945 (d), respectively, of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Code, as amended), or (ii) violate the provisions of Wyoming State Law.

## **ARTICLE X**

### **Notice of Time and Place of Meetings**

Section 1. Notices. Written notice stating the place, day and hour of the meeting and, in the case of special meetings, the purpose or purposes for which the meeting is called, shall be delivered or

given, either personally, by mail, or electronically to each member or director of record at such address as appears on the books of the corporation, not less than thirty (30) days before the date of the meeting in the case of the annual meetings of the members or Board of Directors, and not less than two (2) weeks before the date of the meeting in the case of any other meetings of members or meetings of the Board of Directors. Notice given by mailing shall be deemed given at the time such notice is postmarked.

Section 2. Time and Place. Except where the Bylaws elsewhere provide for a specific time or place, the caller or callers of a meeting of the members or of the Board of Directors shall designate the time and place of such meeting.

## **ARTICLE XI**

### **Revision or Amendment of Bylaws**

Revisions or amendments may be proposed by any voting member, or by any Director. Any such proposed amendments shall be submitted in writing by United States Postal Service, either by registered mail, certified mail, Express Mail or Priority Mail, or any other USPS service offering Return Receipts or Signature Confirmation to a Bylaws Committee not less than sixty (60) days prior to the date of the next annual meeting. Each voting member shall receive all proposed revisions or amendments to the Bylaws not less than thirty (30) days prior to the next annual meeting. A two-thirds majority of the voting power of the membership voting shall be required to amend the Bylaws.

## **ARTICLE XII**

### **Seal**

The corporation shall have no seal.

## **ARTICLE XIII**

Whenever not otherwise provided in the Bylaws, the internal affairs of the corporation shall be governed by the procedures established in the General Not For Profit Corporation law of the Non-Profit Corporation Act of the State of Wyoming.