

**BYLAWS
OF
NAMI GAINESVILLE, INC**

ARTICLE I: NAME, MISSION, and PURPOSE

Section 1.1: Name

- 1.1.1 The name of this organization shall be NAMI GAINESVILLE, Inc. as the successor to NAMI NORTH CENTRAL FLORIDA, and is an affiliate of NAMI, the National Alliance on Mental Illness and NAMI Florida.

Section 1.2: Mission

- 1.2.1 To provide support, advocacy, education, and to encourage research, in order to improve the quality of life for all people whose lives are affected by serious and persistent mental illnesses in alignment with the mission and vision of NAMI. Those impacted include mental health peers and their family members, friends, significant others, co-workers, mental health providers, and community members.

Section 1.3: Purpose

- 1.3.1 The purpose shall be:
- a. To organize and assist local support groups;
 - b. To provide local information and referral services;
 - c. To conduct community education and anti-stigma efforts;
 - d. To interact with local professionals;
 - e. To involve community groups in the NAMI Gainesville mission;
 - f. To work with the local media on matters relating to mental illnesses;
 - g. To report on local issues and needs to the NAMI Florida state organization;
 - h. To engage in fundraising for programs;
 - i. To engage in grassroots advocacy on local, state and federal issues.

Section 1.4: Logo

- 1.4.1 NAMI Gainesville shall include in the words "NAMI" and the geographic area which it serves and acknowledges that NAMI controls the use of the name, acronym and logo of NAMI, that their uses shall be in accordance with 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 State Organization shall cease.

Section 1.5: Independence

- 1.5.1 NAMI Gainesville 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 or Trustees with such other groups.

Section 1.6: Non-discrimination

- 1.6.1 NAMI Gainesville, Inc. adheres to and supports all laws regarding discrimination. The law prohibits, and NAMI will not tolerate, discrimination on the basis of race, color, religion, creed, national origin or ancestry, ethnicity, familial status, sex, gender (including gender nonconformity and status as a transgender or transsexual individual), age, physical or mental disability, citizenship, past, current or prospective service in the uniformed services, genetic information or any other characteristic protected under applicable federal, state or local law.

Section 1.7: Applicable Law

- 1.7.1 The internal affairs of the NAMI Gainesville shall be governed by provisions of the General Not-for-Profit Corporation Law of the State of Florida. In the event of conflicts between these bylaws and state laws, state law shall supersede any provisions in these bylaws.

Section 1.8: Fiscal Year

- 1.8.1 The fiscal year for NAMI Gainesville shall be January 1 through December 31.

ARTICLE II: MEMBERSHIP

Section 2.1: Eligibility

- 2.1.1 A member is any individual, family, or organization/corporation who is committed to the mission of NAMI Gainesville and pays dues in accordance with established NAMI policies. Members are also considered members of NAMI and NAMI Florida.

Section 2.2: Dues

- 2.2.1 The determination of dues and the mechanism for payment of dues shall be established by NAMI National Board of Directors.
- 2.2.2 Open Door Dues: A lesser dues rate, known as the "Open Door" rate, shall also be established in accordance to NAMI policy, and be available to those whose economic circumstances require it. Members who join through the "Open Door" rate shall have the full rights and privileges of NAMI Gainesville membership.

Section 2.3: Voting Rights of Members

- 2.3.1 A member may support and work within several NAMI Affiliates but shall be a voting member of only one NAMI Affiliate for the purposes of voting.
- 2.3.2 Each NAMI Gainesville member who has an Active status at the time of the meeting has one vote. A member may be one individual or a family of individuals living in one household that is counted as one for purposes of paying dues and voting. Organizations do not have a vote..
- 2.3.3 There shall be a Member Meeting annually to hold elections for open Board seats and any amendments or revisions to the Bylaws and such other business as come before the Membership.

Section 2.4: Resignation and Termination

- 2.4.1 A member who submits a written resignation to their NAMI Affiliate, or to the State Organization shall cease to be a member immediately upon receipt of the resignation. A copy of any member's written resignation received at the Affiliate shall immediately be forwarded to the state NAMI office.

ARTICLE III: MEETINGS OF MEMBERS

Section 3.1: Annual Meeting

- 3.1.1 NAMI Gainesville shall convene an Annual Meeting of the members during each calendar year. The annual meeting of the members is for the election of the Board of Directors and for the transaction of such other business as may properly come before such meeting.

Section 3.2: Special Meetings

- 3.2.1 The President of the Board may convene a special meeting of the members. A simple majority of the Executive Committee may require the President, in writing, to convene a special meeting of the members with a specified issue or issues, appropriate for vote by the membership, to be on the agenda. The President must convene the special meeting of the membership requested by the majority of Directors within forty-five (45) days of the receipt of the written request.

Section 3.3: Notice of Meetings

- 3.3.1 NAMI Gainesville shall give a minimum of fourteen (14)-day advance notice to members of each annual or special meeting. Notice of meetings shall conform with Florida Statute Chapter 617, Section 617.0141. The notice shall state the place, day, and hour of the meeting, and in the case of a special meeting, shall also state the general nature of the business to be transacted.

Section 3.4: Meeting Protocols

- 3.4.1 The conduct of all meetings shall be according to the most currently revised Roberts Rules of Order to the extent that said Rules of Order are consistent with the laws of the State of Florida and said Rules of Order shall be the final authority, unless otherwise provided in accordance with the Bylaws.

Section 3.5: Quorum

- 3.5.1 For the Annual meetings of the general membership, a quorum shall be comprised of any ten (10) voting members or 10% of the members in good standing, whichever is less. In the absence of a quorum, a majority of the members present may by resolution adjourn the meeting for a period not exceeding 45 days in any one case. At any duly adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally called. There shall be no voting on any official business or elections without a quorum.

Section 3.6: Voting

- 3.6.1 Each member in good standing is entitled to one vote on each issue presented to the membership for a vote. For the purpose of issues requiring voting by the membership, the vote shall be held only by attendance in person. All voting by proxy is prohibited.

ARTICLE IV: BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 4.1: Role and size

- 4.1.1 The Board shall consist of not less than 5, and a maximum total of 15 members from the general membership. The voting Board includes the immediate past president. The Board must include at least one peer.

Section 4.2: General Duties, Powers, and Compensation

- 4.1.2 It shall be the responsibility of the Board of Directors to provide leadership and overall strategic direction to execute its mission in addition to oversight and governance to ensure ongoing due diligence with regard to fiscal responsibility for the continuous operations of the Affiliate. The

Board may also hire an Executive Director as the Chief Executive Officer, to manage the day to day operations and carryout strategic plan developed by the Board. If filled, this person shall be an ex-officio nonvoting member of the Board and any committees.

- 4.2.2 All Board Directors must be members of NAMI Gainesville.
- 4.2.3 Individuals shall be sought who reflect the qualifications as determined by the Board in its policies and operational needs. NAMI Gainesville will seek to represent fairly the population diversity of the area served.
- 4.2.4 No paid employee of NAMI Gainesville or other Affiliate may serve on the Board during their tenure of employment. Any Board member who becomes an employee of NAMI Gainesville or another Affiliate of the State Organization during their term of office shall not continue to serve on the Board of Directors. Exceptions may be made with the approval of a majority of the Board to the above stipulation in the case of peers who serve on the Board and receive compensation for teaching educational programs.
- 4.2.5 Compensation of Directors and Officers. The Directors and Officers shall serve as such without salary.

Section 4.3: Terms

- 4.3.1 Members of the Board of Directors of NAMI Gainesville shall serve for a period of three (3) years, except that initially, one group, which shall be called Group A, shall be appointed to a one-year term, the second group which shall be called Group B, shall be appointed to a two-year term and the third group, which shall be called Group C, shall be appointed to a three year term. Members may be re-elected for two additional terms of two or three years each. Board members may not serve more than three successive terms which is a total of nine (9) years. Any member of the Board who has served for three successive terms shall not be eligible to serve again for at least one full year. The term of all directors shall commence immediately following their election. At each general election of members to the Board of Directors, Board nominees will maybe asked to serve one or two year terms as necessary to maintain a balance of experience and continuity to the Board.
- 4.3.2 If a Board member vacates his/her appointment to the Board, the Board of Directors shall name a replacement from among the general membership who will serve the remainder of the vacated term.
- 4.3.3 If an Executive Committee officer vacates his/her appointment, the Board shall appoint a replacement from among the remaining Board members who will serve the remainder of the vacated term.
- 4.3.4 An annual call for nominations of Board members will be made to the general membership, in a manner determined by the Board President. Any general member may nominate one person to be included on the slate for voting.
- 4.3.5 A Board member or Executive Committee Officer may be removed by a two thirds vote at a regularly scheduled Board meeting in which the removal is placed as an item on the written agenda distributed at least two weeks in advance.

Section 4.4: Meetings and Notices

- 4.4.1 An Annual Membership meeting shall be held once per year. The purpose of the Annual Membership meeting will be to hold elections, to present the annual report and to conduct any business pertaining to the general membership. The President (or specific designee) shall communicate to all affiliate members the time, place and agenda of the Annual Membership

meeting at least 2 weeks prior to the meeting pursuant to 3.3.1.

- 4.4.2 Meetings of the Board members shall be held at least quarterly, and more often as determined by the Executive Committee. The Annual Membership meeting may constitute one of the Board Meetings. The schedule of Board meetings shall be approved by Board members following the Annual Membership meeting. The schedule may be amended throughout the year by majority vote of Board members.
- 4.4.3 Any NAMI Gainesville member is welcome to attend any regular Board meeting in person or by means of teleconferencing if that option is practical.
- 4.4.4 Special Meetings of the Board or general membership may be held at any time as called by the Executive Committee or upon the written request of three Board members who state the need for and the purpose of the meeting.
- 4.4.5 Executive Committee meetings are preferably held in person. In lieu of physical meetings, Board business may be conducted online, by email, or other electronic means such as telephone conferencing or internet audio or video conferencing. In these cases, all Board members must have access to the conferencing technology. The Executive Committee may meet in special circumstances upon the call of any Executive Committee member.
- 4.4.6 Executive Committee sessions shall be closed meetings.
- 4.4.7 Meetings other than Board meetings shall be in agreement with the mission of NAMI Gainesville. Such meetings may include but are not limited to: 1) Support Group meetings, and 2) Educational, Business, or Social Meetings.
- 4.4.8 It is not a requirement to be a member of NAMI in order to attend Support Group Meetings or other Educational, Business, or Social Meetings.
- 4.4.9 Action by Board of Directors without a meeting: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the Directors shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Board and the action taken shall have the same force and effect as a vote of the Directors

Section 4.5: Election Procedures

- 4.5.1 A Nominating Committee consisting of at least three NAMI Gainesville members, one of which being appointed as chair of the committee by the President, shall solicit nominations and prepare a slate of candidates for approval by the Board based on the needs of the Affiliate.
- 4.5.2 Once the slate of candidates is approved, NAMI Gainesville shall notify the general membership of the slate fourteen (14) days prior to the Annual Membership meeting.
- 4.5.3 At the Annual Membership meeting, all voting shall be in person or electronic submission to the Secretary.
- 4.5.4 Any proposed revisions or amendments to the Bylaws to be voted on at the Annual Membership meeting shall also be included in aforementioned notification.

Section 4.6: Quorums

- 4.6.1 For any meeting of the Board of Directors a quorum is required, A quorum is defined as a simple majority.

- 4.6.2 For the Executive Committee, three officers present shall constitute a quorum for conducting business.

Section 4.7: Officers of the Board of Directors

The officers of the Board shall be elected by the Board. A majority vote of a quorum of the Board present is required to elect officers. The Officers of the NAMI Gainesville Board of Directors shall include a President, a Vice President, a Secretary, a Treasurer, the Immediate Past President, and others as from time to time are deemed necessary by the Board. An officer must be a member of the NAMI Gainesville Board of Directors.

- 4.7.1 The Board of Directors shall have an Executive Committee comprised of the following Officers: President, Vice President, Treasurer, Secretary, and Immediate Past President.
- 4.7.2 President. The President shall perform the duties of the President as specified in the Policies and Procedures which shall include, but not be limited to, serving as the principal executive officer of NAMI Gainesville, serving as spokesperson for the Board; presiding at all meetings of the Membership, the Board and Executive Committee; and the President may appoint chairmen of committees. The President may sign checks on funds deposited in a bank, credit union, or saving institution.
- 4.7.3 Vice President. The duties of the Vice President shall include, but not be limited to, performing the duties of the President in the President's absence, incapacity, or refusal to act, and shall perform such other duties as directed by the President or the Board of Directors.
- 4.7.4 Treasurer. The duties of the treasurer shall include, but not be limited to, responsibility for all corporate funds and securities including maintenance of financial records. The Treasurer shall collect, receive, and deposit all funds accruing to the organization in a bank, credit union, or savings institution; make payments as authorized by the General membership, the Board or the Executive Committee; ensure sound management and maximization of cash and investments; maintain a database of NAMI Gainesville membership; provide a financial report to the Board at least quarterly, and present a proposed budget for the ensuing year at the Annual Membership meeting. The Treasurer may meet annually with an auditor in conjunction with the Executive Board members, as appropriate. The Treasurer may sign checks on funds deposited in a bank, credit union, or saving institution.
- 4.7.5 Secretary. The duties of the secretary shall include, but not be limited to, keeping an accurate record of all meetings of the Membership, the Board, the Executive Committee and seeing that all notices are duly given in accordance with the NAMI Gainesville By-laws or as required by law. The Secretary shall perform other duties as directed by the President of the Board and according to the Policies and Procedures of NAMI Gainesville.
- 4.7.6 Immediate Past President. As a member of the Executive Committee, the immediate Past President may be asked to assume special responsibilities or duties by the President, including but not limited to mentoring Board members, acting as a spokesperson, and advocating for NAMI.
- 4.7.7 Records. Officers shall make available for inspection at reasonable times to any member of NAMI Gainesville and to the Board of Directors all official records of the corporation for which they are responsible. Upon leaving office, each officer shall turn over to his/her successor in good order such money, books, records, documents, and other property of the corporation as have been in his/her custody during his/her term of office.

Section 4.8: Resignation, Termination, and Absences

- 4.8.1 A Board member may resign at any time by submitting a written resignation to the President or Secretary. Unless specified otherwise, the resignation shall take effect immediately upon receipt of the notification
- 4.8.2 Board members must notify the President if unable to attend a scheduled Board meeting. Any Executive Committee or Board member who is absent from three consecutive and unexcused meetings shall be deemed to have resigned as of the date of the third missed meeting. Prior to such action, the President shall contact the Board member to confirm his/her continued interest in serving on the Board.
- 4.8.3 The Board may remove any Board member for cause by a two-thirds (2/3) vote of all Board members then in office, at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by a Certified Mail service, such as US Postal Service Certified Mail or Federal Express or the like, to the Board member proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Board member shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

Section 4.9: Special Meetings

- 4.9.1 The President may call a special meeting of the Board. The President must convene a special meeting requested by three Board members within 30 days of the receipt of a written request.
- 4.9.2 The President must give a minimum of ten (10) days advance notice of the special meeting to each Board member.

Section 4.10: Conflict of Interest

- 4.10.1. Paid employees of NAMI, Inc., NAMI Florida, NAMI Gainesville or any NAMI Affiliate, are ineligible for nomination and election to NAMI Gainesville's Board. A person who volunteers for an Affiliate, but who receives no compensation by or on behalf of the Affiliate, may serve on the Board while continuing in a volunteer status.
- 4.10.2. A person or an employee of an entity paid by NAMI, Inc., NAMI Florida, NAMI Gainesville or any NAMI Affiliate, for special projects or consulting is ineligible for nomination and election to a NAMI Gainesville Board term coinciding with overlapping service.
- 4.10.3. Relatives by blood, marriage, or adoption in the first degree to an employee or paid consultant of NAMI, Inc., NAMI Florida, NAMI Gainesville or any NAMI Affiliate are ineligible for nomination and election to the NAMI Gainesville Board for a term coinciding with the related person.
- 4.10.4. Direct or indirect relationships between NAMI Gainesville Board members and suppliers, contractors, landlords, lessors, employers, competing or affinity organizations, contributors, grantors or any other persons, entities or agencies which may affect its policies or operations can result in conflicts of interest. NAMI Gainesville Board members shall disclose in writing all potential conflicts of interest upon taking office and as others may arise.
- 4.10.5. NAMI Gainesville Board members must abstain from discussion and voting on any matters that affect their personal financial interests.

ARTICLE V: COMMITTEES

- 5.1.1 There shall be five standing committees: Executive, Membership, Advocacy/Legislative, Finance, and Program/Education. Except for the Finance Committee whose chair shall be the Treasurer, the President of the Board shall appoint committee chairpersons who will recruit members from

the general membership or Board or interested members of the community. The committee chairperson shall report the status of committee activities to the President.

- 5.1.2 Board members may identify additional committees as needed to carry out the activities of the organization and the President will appoint chairpersons for such committees. Each committee is responsible for defining its activities as they relate to its purpose.
1. **The Executive Committee** shall consist of four executive officers of the Board: The President, Vice President, Secretary, Treasurer, and Immediate Past President who shall have a vote. The Executive Committee is responsible for planning the agenda of Board meetings and serving as the communication link with other members of the Board.
2. **The Membership Committee** shall be responsible to identify and recruit new members.
3. **The Advocacy/Legislative Committee** shall be responsible for the development of the annual legislative agenda of NAMI Gainesville, working with NAMI State, for presentation to and approval of the NAMI Gainesville Board. The committee is also responsible for public exposure and community outreach on behalf of NAMI Gainesville.
4. **The Finance Committee** shall be responsible for oversight of financial reporting, internal controls, and the internal and external audit processes.
5. **The Program/Education Committee** shall be responsible for developing and recommending educational activities to the Board. The committee is also tasked with overseeing NAMI Gainesville signature programs, recruiting, and arranging for training for new program teachers and support group facilitators.

ADVISORY COMMITTEE

The corporation may have an advisory committee consisting of persons from the business, financial, and public sectors of the community so as to provide a representative body of community leaders having expertise which is of value to the corporation. The Board of Directors may make appointments to the advisory committee as appropriate and instruct the advisory committee as to its duties. The term of each person appointed to the advisory committee shall be one year and that person may be removed or reappointed at the discretion of the Board of Directors.

PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended, or by any organization contributions to which are deductible under Section 170 (e)(2) of the Internal Revenue Code and its regulations, now existing hereafter amended.

ARTICLE VI: AMMENDMENT OF BYLAWS

- 6.1.1 Recommendations for changes to the Bylaws shall be submitted to the Executive Committee for consideration to the general membership at the Annual Membership meeting
- 6.1.2 These Bylaws may be altered, amended, or repealed, and a new Bylaw or Bylaws may be adopted by a two-thirds (2/3) vote of the voting members at any meeting of the membership, a quorum being assembled, the notice or written waiver of which shall have specified or summarized the changes proposed to be made, provided that a notice of the proposed amendment setting forth in detail the proposed revision with explanations thereof shall have been

presented to the membership at least fourteen (14) days prior to the meeting at which the proposed amendment or repeal is acted upon.

- 6.1.3 The Bylaws shall be examined annually to insure that they reflect the efficient and proper operation of NAMI Gainesville.

ARTICLE VII: DISPUTE RESOLUTION

- 7.1.1 If NAMI Gainesville has a dispute with another Affiliate or proposed Affiliate or the State Organization NAMI Florida, Inc., they may submit a written notice to the President of NAMI Florida, Inc. for resolution of the dispute.
- 7.1.2 The Board members of NAMI Gainesville shall have the authority to refer all parties to the State Organization NAMI Florida Inc. for mediation of disputes between another Affiliate, proposed Affiliate, or members. The NAMI Gainesville President shall send written notice to the state NAMI Florida Board of the nature of the dispute and the names of the person(s) authorized to act on behalf of the disputants
- 7.1.3 In the event the resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the President of NAMI Florida Inc., a written notice from the NAMI Florida Inc. Board notifying the NAMI National Board of the existence of the dispute, together with the names of the persons authorized to act on the behalf of the Affiliate or proposed Affiliate, shall be sent to the NAMI National Board for final and binding resolution within 30 days of the receipt of written notice.

ARTICLE VIII—INDEMNIFICATION OF DIRECTORS, TRUSTEES, OFFICERS, EMPLOYEES OR AGENTS

- 8.1.1 Right to Indemnification. Any person and the heirs and personal representatives of such person made or threatened to be made party to any civil, criminal or administrative action, suit or proceeding by reason of the fact that he or she is, or was a Director, Trustee, Officer, employee or agent of NAMI Gainesville shall be indemnified by NAMI Gainesville against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her (or by his/her heirs or personal representatives) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein or appeal thereof, except in relation to matters as to which it shall be finally adjudged in such action, suit or proceedings that such Director, Trustee, Officer, employee or agent is liable for gross negligence or misconduct in the performance of his/her duties. Such right to indemnification shall not be deemed exclusive of any other rights to which such Director, Trustee, Officer, employee, or agent of NAMI Gainesville is liable for gross negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director, Trustee, Officer, employee or agent of NAMI Gainesville (or such heir or personal representatives) may be entitled apart from this Article.
- 8.1.2 Insurance and Other Indemnification. The Board of Directors shall have the power to instruct the President to cause to be purchased and maintained, at NAMI Gainesville's expense, insurance on behalf of the corporation, its Board of Directors and on behalf of others, and to give other indemnification to the extent permitted by law.

ARTICLE IX: DISSOLUTION

- 9.1.1 In the event of the dissolution of NAMI Gainesville, Inc., all assets remaining, after the payment of all debts and obligations, shall be distributed to the State Organization, or if that entity is not in existence or is not then exempt within the meaning of 501 (c) (3) of the Internal Revenue Code, as amended, to NAMI National, a Missouri Corporation, in accordance with Florida laws. If these

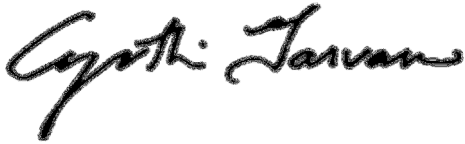
entities are not in existence or not then exempt within the meaning of 501(c) (3) of the Internal Revenue Code, another entity exempt under 501(c)(3) of the Internal Revenue Code that shares similar goals and missions shall be identified to receive any remaining assets.

ARTICLE X: INDEPENDENCE

10.1.1. NAMI Gainesville, Inc. and its members 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 groups.

CERTIFICATION

These Bylaws supersede any previously approved, and were approved by a majority vote of a quorum of the general membership on the 26 day of February, 2018.



March 1, 2018

Secretary NAMI Gainesville, Inc.

Date