



## **NAMI COLORADO BYLAWS**

### **ARTICLE I: NAME**

The name of this corporation shall be NAMI Colorado. NAMI Colorado is the state affiliate of the National Alliance on Mental Illness located in Arlington, Virginia.

### **ARTICLE II: PRINCIPAL OFFICE**

The principal office of NAMI Colorado shall be located in Colorado. The corporation may have other offices within the State of Colorado, if necessary, and as the Board of Directors of NAMI Colorado (the "Board") may determine.

### **ARTICLE III: PURPOSE**

The corporation is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

### **ARTICLE IV: MISSION**

**Section 1. Membership.** There shall be two categories of Members:

- (1) Member. A Member is a person with a mental illness, or a relative of a person with a mental illness, or a friend of a person with a mental illness, or a supporter of NAMI Colorado. A Member may be one individual, or a family of individuals living in one household, that is counted as one membership for the purposes of paying dues and voting.

- (2) A Member accepts and supports the mission of NAMI Colorado and shall have paid dues to a Colorado Affiliate, which, in turn, will pay such dues to NAMI Colorado and NAMI, or where there is no local Affiliate, the Member shall pay dues directly to NAMI Colorado and NAMI. Each Member is entitled to vote on any matter submitted to a vote of the Members.

A person(s) may become a Member through an “Open Door” policy that allows for a reduced dues payment. “Open Door” Members are defined by economic necessity at the discretion of the Affiliate or NAMI Colorado. “Open Door” Members shall have all the rights and privileges of Members who pay full dues.

- (3) Affiliates. An Affiliate shall be a group composed of five (5) or more Members which has been granted status as an Affiliate of NAMI by the NAMI Board of Directors, and which has been endorsed by the NAMI Colorado Board of Directors. An Affiliate, by virtue of that designation, is a Member of NAMI Colorado. Affiliates have one vote.

A Member may support and work within several Affiliates, but shall establish official membership in only one (1) Affiliate of NAMI Colorado and NAMI.

**Section 2. Certification.** The Secretary of NAMI Colorado (as further defined in Article X, Section 5, below) shall certify, in writing, the number and identity of paid Members and Members whose membership dues have been formally waived at least seventy-five (75) days in advance of each annual meeting of NAMI Colorado (the Record Date). The Secretary also shall prepare an alphabetical list as of the Record Date of all of the Members who are entitled to receive Notice of the Annual Meeting and who are entitled either to vote at the Annual Meeting or to take such action by written ballot or proxy appointment. Those Members entitled to vote at the Annual Meeting consist of those certified by the Secretary as of the Record Date and those who become paid Members of NAMI Colorado up through the date and time of the Annual Meeting and are permitted to vote by resolution or other action of a majority of the Directors attending the Annual Meeting.

**Section 3. Rights and Obligations of Members.** The rights and obligations of Members shall be as set forth in the Articles of Incorporation, these Bylaws, or as stated in the Colorado Revised Nonprofit Corporation Act.

**Section 4. Good Standing.** An Affiliate in good standing shall be defined as an Affiliate whose Members’ dues have been paid to NAMI Colorado and NAMI for their current fiscal year. A list of Members whose dues have been paid to the Affiliate shall accompany the dues payment. Dues are not refundable.

## **ARTICLE V: AFFILIATION**

**Section 1. Affiliates.** An Affiliate shall be a group of five (5) or more Members which has been granted status as an Affiliate of NAMI by the NAMI Board of Directors, and which has been endorsed by the NAMI Colorado Board of Directors.

**Section 2.** All Affiliates shall include NAMI as the first word of their name.

**Section 3.** All Affiliates shall accept and support the mission of NAMI Colorado and shall adopt bylaws which are consistent with these Bylaws.

**Section 4. Endorsement of Applications:** All applications to NAMI for Affiliate Membership in NAMI shall be endorsed by NAMI Colorado in its reasonable discretion. Failure or refusal of NAMI Colorado to endorse favorably a membership application of a proposed Affiliate within sixty (60) days of the date of NAMI Colorado's receipt of a copy of the application from NAMI may, at the election of the applicant, be deemed to be a dispute to be resolved through the provisions of Article XVII below.

**Section 5.** Failure of an Affiliate to comply with the NAMI Colorado Bylaws and/or procedures, or failure to comply with the NAMI bylaws, may, upon recommendation from the Board, result in termination of Affiliate status.

**Section 6. Roles.** The roles of Affiliates may include, among other things, to organize, assist and facilitate local support groups; to provide education classes; to provide local information and referral services; to conduct community education by serving on local committees and boards; to interact with local professionals; to involve other community groups in the NAMI agenda; to work with the local media on matters relating to mental illness; to report on local issues and needs to NAMI Colorado; to engage in fundraising for the Affiliate, NAMI Colorado and NAMI offices and programs; and to engage in grassroots advocacy on local, state and federal issues.

**Section 7. Proposals/Resolutions.** Affiliates may, upon the recommendation of their Members, submit proposals or resolutions to the Board.

## **ARTICLE VI: DUES**

**Section 1. Dues.** Annual membership dues are set by NAMI.

**Section 2. Refunds.** Dues paid are not refundable.

## **ARTICLE VII: FISCAL YEAR**

**Section 1. Fiscal Year.** The Fiscal Year shall be January 1 through December 31.

## **ARTICLE VIII: GENERAL MEMBERSHIP MEETINGS**

**Section 1. Annual Meeting.** There will be an annual meeting of the membership each fiscal year at such date, place, and time as determined by the Board. Notice of the date of the Annual Meeting shall be sent by U.S. Mail and/or electronic transmission to all certified Members at least sixty (60) days before the Annual Meeting.

**Section 2. Special meeting.** Special meetings of the general membership may be called by a majority of the NAMI Board for a date, place, and time as determined by the Board. A Special Meeting may be called by petition of at least 1/8<sup>th</sup> of the Members if there are issues of special or significant concern that affect the mission of NAMI Colorado. Notice of a Special Meeting of the membership must be communicated by NAMI Colorado, in writing, to all voting Members a minimum of thirty (30) days in advance of the meeting. The only business which may be conducted at a Special Meeting shall be those items included in the notice of the meeting. Special meetings shall not replace an annual meeting.

**Section 3. Voting.** Members shall have one vote. Affiliates shall have one vote per Affiliate.

**Section 4. Quorum.** Ten percent (10%) of the certified voting members, as defined in Article V, Section 2, shall constitute a quorum of Members. With the quorum requirement met, the vote of a simple majority of ballots cast, either in person, written ballot or by proxy, shall determine the action to be taken.

**Section 5. Ballots:** It shall be the responsibility of NAMI Colorado to provide ballots to all certified voting Members at least thirty (30) days prior to any meetings at which a vote is to be taken. The ballot form is attached to these Bylaws. All written ballots shall be held by the Secretary for a minimum of seven (7) days following the adjournment of the meeting and then be destroyed by the Secretary if there are no outstanding voting issues.

**Section 6. Proxies.** At all meetings of Members, a Member may vote by a written proxy, signed by the person and filed with either the Secretary of NAMI Colorado or another Member of their choice in good standing. The proxy form is attached to these Bylaws as Exhibit A.

(1) Any complete copy, including an electronically transmitted facsimile, or any form of electronic transmission, of the written proxy may be substituted for or used in lieu of the original proxy for any purpose for which the original could be used.

(2) No proxy may be irrevocable. An appointment of a proxy is revocable by the appointing Member and may be revoked by the appointing Member attending any meeting and voting in person; revoking the proxy in a writing delivered to the Secretary of NAMI Colorado stating that the proxy is revoked; or notice of the death or incapacity of the Member appointing a proxy received by the Secretary of NAMI Colorado before the vote under the proxy is counted.

(3) No proxy shall be valid after the expiration of eleven (11) months from the date of the proxy.

(4) All written proxies shall be held by the Secretary of NAMI Colorado for seven (7) days following the adjournment of the meeting and then be destroyed by the Secretary if there are no outstanding voting issues.

**Section 7.** The Members wishing to vote in person, not having submitted a proxy or previously withdrawing their proxy, may appear at the location of the annual meeting to submit their written ballot without a requirement to attend the entire annual meeting. There shall be no fee for attendance at the business portion of the annual meeting.

**Section 8. Acceptance of Votes.** If the Member name signed on a ballot, proxy appointment, or proxy appointment revocation corresponds to the name of a Member in good standing, NAMI Colorado is entitled to accept the ballot, proxy appointment or proxy appointment revocation and count it as a vote. If the Member name signed does not correspond to the name of the Member in good standing, NAMI Colorado is entitled to reject the ballot, proxy appointment or proxy appointment revocation and not count it as a vote.

### **Section 9. Resolutions.**

(1) All resolutions proposed to be acted upon at the annual meeting shall be proposed only by voting Members, Affiliates, the Board, or duly constituted committees of NAMI Colorado.

(2) All proposed resolutions shall be submitted to the President of NAMI Colorado in writing and in advance of the annual meeting at which they are to be considered.

(3) Proposed resolutions must be sent by U.S. Mail and/or electronic transmission, return receipt requested, received by the President of NAMI Colorado not less than forty-five (45) days prior to the meeting. Any such proposed resolutions do not require any further endorsement from the membership in order to be acted upon at the annual meeting.

(4) All properly received proposed resolutions shall be included on the ballot and sent by NAMI Colorado by U.S. mail and/or electronic transmission to the membership at least thirty (30) days prior to the annual meeting.

## **ARTICLE IX: BOARD OF DIRECTORS**

**Section 1. Number and Function.** The Board shall consist of seven (7) and not more than seventeen (17) Members. The programs and business of NAMI Colorado shall be managed by the Board.

**Section 2. Qualifications.** Board Members shall be family Members, guardians of persons with a mental illness, persons who have experienced a serious mental illness, or any Member over the age of 21 who wishes to serve. The number of the Members of the Board who are not family members, guardians of a person with mental illness, or persons who have experienced a serious mental illness shall not exceed twenty-five percent (25%) of the total number of Board Members serving at the time.

**Section 3. Terms of Office.** Each Board Member shall serve for a term of three (3) years or until their successors have been duly elected and qualified. One-third (1/3) of the Members shall be elected at each annual meeting to fill the vacancies of Members whose terms expire effective the end of such annual meeting.

**Section 4. Term Limits.** Board Members may serve no more than two consecutive full terms with a minimum of one year separating reappointment or reelection to the board.

### **Section 5. Nominations & Elections.**

(1) **Nominations.** Members may submit nominations to members of the Board Development Committee and the Board at least forty-five (45) days prior to the Annual Meeting. Each nomination shall be accompanied by a NAMI Colorado Application for Board Membership and a brief bio or resume of the nominee's qualifications.

(2) **Slate of Nominees.** The Board Development Committee shall prepare a slate of nominees and their resumes for the Board, including those directly nominated by Members and those it nominates additionally, giving consideration, insofar as possible, to the representation of interests of, among others, people with mental illness, minorities, age, urban, rural and other geographical areas within the state. Such written list of nominees, together with a brief bio or resume of each nominee, shall be sent, via mail, and/or electronic transmission to each Member.

(3) **Nominations from Affiliates.** In addition to the slate of nominees provided by the Board Development Committee, each Affiliate shall be allowed to nominate one (1) candidate for election to the Board per election. Each nomination shall be accompanied by a brief resume of the nominee's qualifications. Any such nominated candidate shall appear on the ballot for the Annual Meeting. Such written list of nominees, together with a brief bio or resume of each nominee, shall be sent, via mail and/or electronic transmission to each member.

(4) **Nominations from the Floor.** Nominations for members of the Board may be made from the floor on the day of the Annual Meeting. The nominee shall have available a properly completed standard NAMI Colorado application for membership, and a resume of his or her qualifications.

(5) **Consent.** Only those who have consented to serve may be nominated.

#### **Section 6. Voting Procedures.**

(1) Voting shall be by written ballot.

(2) In the election of the Board, "yes or no" voting procedures will be followed. Any nominee to be elected must receive more "yes" votes than "no" votes. In the event of more than one nominee for a position on the Board, the nominee receiving the most net affirmative votes shall be considered elected.

**Section 7. Vacancy.** A vacancy is defined as a "seat on the board vacated by a Member who was voted on and elected by the membership." A Member may be selected or appointed by the Board of NAMI Colorado to fill a vacancy or vacancies of a sitting Member(s) until the next annual meeting, at which time the voting membership shall vote on the Member(s) for the remaining unexpired term. Nominations for Members shall be by the procedure outlined in Article IX, Section 5. In the event a vacancy is created by someone appointed to the board, another Member may be appointed to fill that 'original' vacancy until the next annual meeting, at which time the voting membership will vote on the Member(s) for the remaining unexpired term. In the event the number of board members falls below seventeen (17) members, additional members may be selected or appointed by the board, according to the procedure outlined in Article IX, Section 5, to serve until the next Annual Meeting. If elected by the membership, the year an appointed member has served will count as one year toward a first three year term.

**Section 8. Attendance.** Board Members shall be expected to attend, either in person or by telephone, all Board meetings, including Special and Annual Meetings. Excused absences are absences communicated in advance of the meeting to the Board President.

**Section 9. Removal for Nonattendance at Board Meetings.** The failure of a Board Member to attend three (3) consecutive regularly scheduled Board meetings of the Board without an excused absence will serve as a basis for removal of that Board Member from the Board. The determination whether a particular individual should be removed for nonattendance shall take into consideration the contributions that individual has made to the organization. When it is determined that an individual should be removed, that individual shall be provided with written notice via U.S. Mail and/or electronic transmission, return receipt requested, of the intention to be removed and shall have the opportunity to object to such removal within ten (10) days of receipt of notice.

**Section 10. Leave from Board Membership.** In lieu of resignation from the Board, and in consideration of the additional demands occasionally experienced by people with mental illness and family members, a Board Member may request leave from Board Duties for a period of up to four (4) months. A Written request for leave from Board Duties, with an outline of duties in progress and a proposed date of return to Board duties, shall be sent to the Board via U.S. mail and/or electronic transmission, return receipt requested, to the NAMI Colorado office. A Member on leave from the Board is not counted as a Board Member for purposes of determining a quorum and has no vote on issues before the Board.

**Section 11. Regular meetings.** Regular meetings of the Board shall be held as often as may be necessary, and meetings of the Board may be called by the President or by a majority of the Board. Regular meetings of the Board shall be open meetings, except for matters dealing with personnel issues or issues as reasonably determined by the Board in their sole discretion.

**Section 12. Special meetings.** Special meetings of the Board may be called by the President or any three (3) Board Members. The only business which may be conducted at a special meeting shall be included in the notice of the meeting. Special meetings shall not take the place of a regular Board meeting. Special meetings of the Board shall be open meetings, except for matters dealing with personnel issues or issues as reasonably determined by the Board in their sole discretion.

**Section 13. Executive Committee meetings.** Meetings of the Executive committee of the Board shall be held as often as may be necessary, and meetings of the Executive Committee may be called by the President or by a majority of the Board. Executive Committee meetings shall be open meetings, except for matters dealing with personnel issues or issues as reasonably determined by the Board in their sole discretion.

**Section 14. Minimum notice.** Notice of Board Meetings shall be given to each Board Member in writing at least seven (7) days before the time and date fixed for the meeting. An agenda,



when practical, shall be included with such a notice. Notice given by mail and/or electronic transmission shall be deemed given at the time such notice is postmarked and/or date/time marked.

**Section 15. Telephonic Meetings.** Board Members of the Board may participate in a meeting through the use of conference telephone, video screen communication or similar communications equipment, so long as all Board Members participating in such meeting can communicate concurrently with all other participating Board Members. Participation in such a meeting shall constitute presence at the meeting.

**Section 16. Issues Requiring Immediate Action.** For issues requiring immediate action by the Board, outline of the issue and voting via email to the Board shall be acceptable. A Quorum is required. All printouts of the email votes shall be retained by the Secretary of NAMI Colorado, to be brought to the next regular Board meeting for acceptance by the Board, and filed with the Minutes of the Board meeting.

**Section 17. Written Consent to Action Without a Meeting:** The Board may take action without a meeting, provided that every Board Member, in writing or via email, must either vote for the action, vote against the action or abstain from voting and affirmatively waive the right to demand that a meeting be held. Action by written consent without a meeting may be approved if a majority of the Directors consent in writing or via email to taking such action.

**Section 18. Quorum.** A majority of the number of Board Members in active office shall constitute a quorum. At any properly called meeting at which a quorum is not present, a majority of the Board Members present may adjourn the meeting from time to time without further notice. Except as otherwise provided in these bylaws, the act of the majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board. There shall be no proxy votes carried by Board Members at Board meetings, special meetings, or meetings of the Executive committee.

**Section 19. Fees and Compensation.** Board Members shall not charge fees and shall not be paid compensation for their service on the NAMI Colorado Board. Reasonable expenses may be allowed.

**Section 20. Rights and Obligations of Directors.**

- (1) Board Members shall discharge their duties in good faith, exercising prudent care in a manner reasonably believed to be in the best interests of NAMI Colorado.
- (2) The Board may authorize a conflicting interest transaction with a Board Member, only after full disclosure and in accordance with Colorado law.

- (3) Loans by NAMI Colorado to a Board Member are prohibited.
- (4) The Board shall establish such committees as are necessary to conduct the business of NAMI Colorado.
- (5) The Board shall evaluate the overall function of the organization to ensure that the purposes are being adequately served.
- (6) The Board shall direct all business and financial affairs for and on behalf of NAMI Colorado, be responsible for all of its property and funds, and provide for an audit by a certified public accountant annually, or as often as deemed necessary by the Board.
- (7) The Board shall foster the growth and development of NAMI Colorado.
- (8) The Board shall make provisions for the bonding of all persons handling monies or other property NAMI Colorado as it deems appropriate.
- (9) The Board shall fill vacancies on the Board and on committees except as otherwise provided in these Bylaws.
- (10) The Board shall develop and adopt policies to serve as operating guidelines or administrative procedures as may be necessary. A set of policies in effect shall be maintained by the Board in such a manner as to facilitate their access and use by the Board and Board Members.
- (11) The Board shall inform the Affiliates of Board actions, except as it relates to confidential personnel matters.
- (12) The Board shall require that each Board Member serve on a committee or as an officer of the Board.
- (13) The Board shall conduct an annual performance evaluation of the Executive Director.

## **ARTICLE X: OFFICERS**

**Section 1. Election.** After each annual meeting of the membership, the Board shall meet and organize, by electing from the Board, its officers and chairpersons for standing committees. NAMI Colorado shall have a President, a Vice President, a Secretary, and a Treasurer, and may appoint such other officers as the Board shall deem necessary for the proper management of the corporation.

**Section 2. Expenditure Approval.** Unbudgeted expenditures in excess of Two Thousand Five Hundred Dollars (\$2,500.00) per item by an Officer, Committee or Executive Director of NAMI Colorado must be approved by the Treasurer and President. The Board shall not commit NAMI Colorado to any financial obligations in excess of NAMI Colorado's financial resources.

**Section 3. President.** The President shall preside at all meetings of the Board and general membership. The President shall be an ex-officio Member of all committees. The President shall exercise such authority and perform such duties as the Board may from time to time assign.

**Section 4. Vice President.** In the event of the death, absence, incapacity, inability or refusal to act of the President, the Vice President shall perform the duties of the President and shall perform such duties and exercise such authority as may be from time to time assigned by the Board, including being chairperson of the Annual Meeting.

**Section 5. Secretary.** The Secretary shall keep and preserve a record of the proceedings of NAMI Colorado and its Board; and shall keep and maintain all Minutes, the original Manual of Board Policies, and records which shall be deemed necessary by the Board.

**Section 6. Treasurer.** The Treasurer shall, under the direction of the Board, supervise NAMI Colorado's accounts, including membership dues and disbursement of all funds. The Treasurer shall, at such time as directed by the Board, prepare statements of the monies received and expended, and the amounts due and owing by NAMI Colorado. The Treasurer shall participate in and assure preparation of an annual budget; submit to the President a detailed statement of receipts and expenditures, within sixty (60) days following the end of the fiscal year, and an estimate of the income and expenditures for the coming year. The Treasurer's books and accounts shall be at all times subject to the examination and audit of the Board and by any committee appointed for that purpose. The Treasurer shall invest or disburse such funds according to the instructions and directions of the Board, and shall furnish other information relative to the affairs of NAMI Colorado as the Board may request.

**Section 7. Bonding.** Before entering upon the duties of the Treasurer, he/she shall be bonded for a sum to be determined by the Board, but not less than Ten Thousand Dollars (\$10,000.00), conditioned for the faithful performance of his/her duties and for the faithful accounting of all funds that may come into his/her hands. The premium fee for such bond shall be paid for by NAMI Colorado.

## **ARTICLE XI: PEER LEADERSHIP COUNCIL REPRESENTATIVE**

**Section 1.** The Board shall select one Member, when available and willing to serve, as the NAMI Colorado/NAMI Peer Leadership Council Representative, such Member being eligible notwithstanding their eligibility as a regular Board Member. This Board Member may also serve as an officer.

**Section 2. Term of Office.** The Peer Leadership Council Representative shall be elected by the Board for a term of three (3) years or until their successor has been appointed or duly elected and qualified.

**Section 3. Term Limit.** The Peer Leadership Council Representative may serve no more than two consecutive full terms with a minimum of one year separating reappointment or reelection, or until their successor has been appointed or duly elected and qualified.

## **ARTICLE XII: SERVICE MEMBERS AND VETERAN FAMILIES COUNCIL REPRESENTATIVE**

**Section 1. Representative.** The Board shall select one Member, when available and willing to serve, as the NAMI Colorado/NAMI Service Members and Veteran Families Council Representative, such Member being eligible notwithstanding their eligibility as a regular Board Member. This Board Member may also serve as an officer.

**Section 2. Term of Office.** The Service Members and Veteran Families Council Representative shall be elected by the Board for a term of three (3) years or until their successor has been appointed or duly elected and qualified.

**Section 3. Term Limit.** The Service Members and Veteran Families Council Representative may serve no more than two consecutive full terms with a minimum of one year separating reappointment or reelection, or until their successor has been appointed or duly elected and qualified.

## **ARTICLE XIII: EXECUTIVE DIRECTOR**

**Section 1. Executive Director.** The Executive Director may be named by the Board and shall manage the day-to-day affairs of NAMI Colorado in a professional and respectful manner. In addition, the Executive Director shall have the power to enter into agreements or contracts on behalf of NAMI Colorado. Any agreements or contracts for sums in excess of Two Thousand Five Hundred Dollars (\$2,500.00) shall be approved by the President and Treasurer.

## **ARTICLE XIV: EXECUTIVE COMMITTEE**

**Section 1. Executive Committee.** The President, first Vice President, second Vice President (as needed or as deemed necessary by the President), Secretary and Treasurer shall constitute the Executive Committee. A second Vice President, as needed or as deemed necessary by the President, may be elected by a simple majority of the Board.

**Section 2. Duties.** The Executive Committee shall have general supervision of the affairs of NAMI Colorado between meetings of the Board, fix the hour and place of meetings, make recommendations to the Board, and shall perform other duties as are specified in these Bylaws.

**Section 3. Subject to Board of Directors.** The actions of the Executive Committee shall be subject to the ratification of the board, and if any of its acts conflict with action taken by the Board, the Board's actions shall prevail. All proceedings of the Executive committee meetings shall be reported to the Board at the next Board meeting.

**Section 4. Meetings.** The Executive Committee shall meet as needed or as deemed necessary by the President or by a simple majority of its Members.

**Section 5. Quorum.** A quorum of the Executive Committee shall consist of three (3) of its Members.

## **ARTICLE XV: STANDING COMMITTEES**

**Section 1. Fundraising Committee.** The Fundraising Committee may consist of as many Board Members and volunteers as may be necessary to undertake each individual fundraising project. The Committee shall report to the Board as to its activities.

### **Section 2. Budget, Finance and Auditing Committee.**

(1) The Budget, Finance and Auditing Committee shall consist of at least the Executive Director (non-voting), Treasurer, one Board Member and one additional Member. Two Committee Members may not be Members of the Executive Committee. They shall have experience in accounting matters and preferably be a Certified Public Accountant (CPA), a business person or an attorney.

(2) The Committee shall be responsible for the selection of an independent CPA auditor who will audit the books of NAMI Colorado and prepare a report for the Board. The Audit and Report shall be completed ninety (90) days after the end of the fiscal year, unless a longer period for completion is authorized by the Board.

(3) The Committee shall be responsible for the preparation of the annual budget. The budget shall be submitted prior to the start of the fiscal year for review and approval by the Executive Committee. Upon review the budget shall be submitted to the Board for their approval.

(4) All contracts over Two Thousand Five Hundred Dollars (\$2,500.00) shall be received from the Executive Committee and reviewed by the Budget, Finance, and Auditing Committee prior to submission to the Board.

### **Section 3. Affiliate Development Committee.**

(1) The Affiliate Development Committee shall consist of as many Board Members and volunteers as the Board reasonably deems necessary.

(2) The Committee shall, among other things, motivate Affiliates to advocate; assist Affiliate growth; help Affiliates strengthen support groups; and assist in conducting an evaluation.

(3) The Committee shall undertake the responsibility to have a Board Member visit a meeting of each Affiliate at least once a year. Anticipated travel expenses shall be submitted to the Board for approval prior to travel to distant Affiliate locations, if reimbursement for such expenses is sought.

### **Section 4. Board Development Committee.**

(1) The board Development Committee shall consist of five (5) Members: two Members from the Board, one Affiliate Board Member, and two Members who hold no offices with NAMI Colorado or its Affiliates.

(2) The Committee will interview and endorse a slate of nominees for the Board.

(3) The list of nominees may exceed the number of vacancies by as many qualified candidates as the Committee feels should be represented to the electorate.

(4) All candidates for election to the Board must be endorsed by the Board Development Committee. Endorsement requires a majority vote of the members of the Committee.

(5) The Chairperson of the Committee shall be selected by the members of the Committee at their first meeting.

### **Section 5. Public Policy Committee**

(1) The Public Policy Committee should consist of an odd number of NAMI Colorado Members. Members shall be invested in and committed to working with federal, state, and local representatives on policies and legislation that impact the mission of NAMI Colorado.

(2) The Committee shall have the responsibility to review, analyze, and make recommendations to NAMI Colorado regarding support, opposition, or making significant changes to policies and legislation.

(3) After each Committee meeting, the Committee shall provide reports regarding its activities to the Board.

## **ARTICLE XVI: REVISION OR AMENDMENT OF BYLAWS**

**Section 1. Authority.** These Bylaws may be amended by a two-thirds (2/3) vote of the Members and Affiliates present and voting at the Annual Meeting provided that the amendments were submitted to the membership in writing at least thirty (30) days in advance of the meeting. Any such proposed changes to these Bylaws submitted to the membership shall be accompanied by a clear description of how such changes differ from the current Bylaws.

**Section 2. Affairs Not Covered by the Bylaws.** Wherever not otherwise provided in these Bylaws, the internal affairs of NAMI Colorado shall be governed by the procedures established in the Colorado Nonprofit Corporation Act and the Statement of Purpose as provided in the Articles of Incorporation of this organization.

## **ARTICLE XVII: DISPUTE RESOLUTION**

**Section 1. Authority.** The Board shall be vested with authority to mediate disputes among and between Affiliates and/or proposed Affiliates.

**Section 2. Procedure for Dispute Resolution Between and Among Affiliates and/or Proposed Affiliates.** The Board shall mediate resolution of any dispute which cannot be successfully resolved by the principals. The Affiliate Liaison Committee shall receive written notice from one of the Affiliate(s), Affiliate Member or proposed Affiliate(s) which are party to the dispute, notifying of the existence of the dispute and the names of persons authorized to act on behalf of the disputants. The Affiliate Liaison Committee shall investigate the dispute and work with the parties to mediate a resolution. In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the Affiliate Liaison Committee 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 and/or proposed Affiliate, shall be referred to NAMI for final and binding resolution by the Board.

### **ARTICLE XIII: NAMI REQUIREMENTS**

**Section 1. Use of the NAMI and the AMI Name and Logo.** NAMI Colorado acknowledges that NAMI controls the use of the name, acronym and logo of NAMI and AMI, and that NAMI Colorado's use of the logo and the 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 Colorado shall cease.

**Section 2. Independence.** NAMI Colorado and its Member 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. Noncompliance.** NAMI Colorado acknowledges that failure of NAMI Colorado or a Member Affiliate to comply with the NAMI Bylaws and/or affiliation or chartering criteria of the Board may result in termination of affiliation or charter, or such other actions as the NAMI Board of Directors may deem appropriate.

### **ARTICLE XIX: NONDISCRIMINATION**

NAMI Colorado shall actively recruit, engage and serve members from every race, culture, ethnicity, language, national origin, caste origin, geographic origin, age, religion, socio-economic status, sexual orientation, gender, gender expression, education, faith, socio-economic status, lived experience, and disability and shall not discriminate against any person or group in the requirements for membership, provision of service or support or in its policies or actions.

### **ARTICLE XX: INDEMNIFICATION**

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 under the laws of Colorado as now in effect or hereafter amended; 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 any other section of the Revised Statutes of Colorado as then in effect.

To the extent that a director or officer of NAMI Colorado has been wholly successful on the merits in defense of any proceeding to which he was a party, such person shall be indemnified against reasonable expenses (including attorneys’ fees) actually and reasonably incurred in connection with such proceedings.

The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Incorporation, any bylaw, agreement, resolution of disinterested directors, or otherwise, both as to action in such person’s official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of such person’s heirs, executors, and administrators.

#### **ARTICLE XXI: TERMINATION AND DISSOLUTION**

In the event of the dissolution of NAMI Colorado, its assets remaining after payment or provision for payment, of all debts and liabilities of NAMI Colorado shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. If NAMI Colorado is dissolved, all moneys remaining in any NAMI Colorado bank accounts shall be given to a nonprofit organization or foundation to be used exclusively for the benefit of the mentally ill in the State of Colorado.

#### **ARTICLE XXII: PARLIAMENTARY AUTHORITY**

The rules in Robert’s Rules of Order shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

**EXHIBIT A**  
(Form of Proxy)

**NAMI COLORADO**  
**PROXY FOR ANNUAL MEMBERSHIP MEETING**

This proxy is provided for your use in the event you DO NOT PLAN TO ATTEND the annual meeting of the membership to be held on \_\_\_\_\_, 20\_\_ and you wish to have someone else cast your vote on your behalf. Please indicate the person that you choose to cast your vote, and who will be present at the annual meeting, by writing their name in the blank below.

This proxy may be mailed, along with your blank ballot, to the NAMI Colorado office by \_\_\_\_\_, 20\_\_ (2280 S. Albion Street, Denver, CO 80222); or mailed to the member you designate to cast your vote; or mailed to one of your affiliate leaders indicated at [www.namicolorado.org](http://www.namicolorado.org). Thank you.

The undersigned voting Member of NAMI Colorado hereby appoints \_\_\_\_\_, (a certified Voting Member of NAMI Colorado) my attorney and proxy of the undersigned, with full power of substitution, to vote at the Annual Meeting of the Members of NAMI Colorado held on \_\_\_\_\_, 20\_\_, at \_\_\_\_\_, and at any adjournments or postponements thereof (the "Annual Meeting"), with all the powers the undersigned would possess if personally present at the Annual Meeting.

**MY APPOINTED PROXY SHALL BE AUTHORIZED TO VOTE ON MY BEHALF FOR THE ELECTION OF DIRECTORS AND TO ACT UPON ANY OTHER BUSINESS AS MAY BE PROPERLY BROUGHT BEFORE THE ANNUAL MEETING.**

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SIGNATURE

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PRINTED NAME:

DATED: \_\_\_\_\_, 20\_\_.