

1 Ratified by the general membership April 15, 2004 (proposed ratification of new changes
2 April 18, 2009 at membership meeting)

3

4

BYLAWS

5

OF

6

NATIONAL ALLIANCE ON MENTAL ILLNESS - COLORADO SPRINGS

7

8 ARTICLE I

9 Name

10 The name of the nonprofit Corporation shall be the National Alliance on Mental Illness -
11 Colorado Springs, sometimes referred to in these Bylaws as NAMI-CS or the Alliance.

12 ARTICLE II

13 Purpose

14 1. The purposes for which the Alliance is formed are those set forth in its
15 Certificate of Incorporation, as from time to time amended: namely, to provide support
16 to families and friends of people with mental illness, to promote the education of its
17 members and the general public about mental illness, to advocate for better services for
18 the people with mentally illness, and to foster research to find the causes of and cures for
19 mental illness, including, for such purposes, the making of distributions to organizations
20 that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue
21 Code of 1954 (or the corresponding provision of any future United States Internal
22 Revenue Law). The Alliance is not formed for pecuniary or financial gain, and no part of

23 the assets, income, or profit of the Alliance is distributed to, or inures to the benefit of its
24 Directors or Officers except to the extent permitted under the Colorado Revised
25 Nonprofit Corporation Act. No substantial part of the activities of the Alliance shall be
26 the carrying on of propaganda, or otherwise attempting to influence legislation, and the
27 Alliance shall not participate in, or intervene in (including the publishing or distribution
28 of statements) any political campaign on behalf of any candidate for public office.

29 ARTICLE III

30 Membership

31 1. Members of the Corporation are persons who subscribe to the purposes of the
32 organization.

33 2. Members in good standing are those persons who have paid dues for the current
34 fiscal year. The fiscal year shall be April 1 through March 31 each year. The amount of
35 dues shall be determined by the membership. Proposed changes in dues shall be voted on
36 at the Annual Meeting of the membership, provided such proposed changes have been
37 made available to the members at least thirty (30) days prior to such meeting.

38 3. Each member in good standing shall have one vote.

39 ARTICLE IV

40 Board of Directors and Their Election

41 Section 1. General powers. The business of the Alliance shall be managed by the
42 Board of Directors. The Board of Directors has the power to hire such agents as it may
43 deem necessary to carry out the daily and routine operations of the Alliance.

44 Section 2. Number, term of office, and qualification. The number of Directors
45 which shall constitute the whole Board of Directors shall be no fewer than four (4) and no
46 more than twenty (20). Only those persons who are members in good standing and who
47 have signified their consent to serve if elected shall be nominated for or elected to the
48 Board of Directors. Members of the Board of Directors who are being elected for the
49 first time shall serve a term of two (2) years, and are eligible for succeeding terms of one
50 (1) year up to a maximum of six successive years. Members who have rotated off the
51 board after six years of service are eligible for re-election after one year for up to six
52 additional years. Terms of officers shall begin immediately after election at the Annual
53 Meeting or, if elected to fill a vacancy, at the next regularly scheduled meeting of the
54 Board of Directors. Each Director (whether elected at the Annual Meeting or to fill a
55 vacancy or otherwise) shall hold office for the term for which he or she is elected and
56 until his or her successor shall have been elected and qualified, or until his or her death or
57 until he or she shall have resigned in the manner provided for in section 7 of this Article
58 IV.

59 Section 3. Election of Directors. For all Directors, there shall be a Nominating
60 Committee composed of at least three members, at least one of whom shall be selected by
61 the Board of Directors from its body. The chairman of the Nominating Committee shall
62 be selected by that body. The Nominating Committee shall nominate one eligible person
63 for each Director position to be filled and report its nominees in writing at least thirty
64 (30) days prior to the election. The nominations shall be published to the membership
65 prior to the Annual Meeting. Additional nominations may be made from the floor at the
66 Annual Meeting. At the Annual Meeting of the membership, the Board of Directors shall
67 be elected by a majority of the votes cast at such election.

68 Section 4. Regular Meetings: Notice. Regular meetings of the Board of Directors
69 shall be held no less than bi-monthly at a time designated by the Board of Directors.
70 Additional regular meetings of the Board of Directors may be provided for by resolution
71 of the Board of Directors. Regular meetings may be held without notice to the Directors.

72 Section 5. Special Meeting Notice. Any two Directors may call a Special
73 Meeting of the Board of Directors to address a single item of business specified by them.
74 Notice of any Special Meeting, including the location, time, and purpose, shall be given
75 to each Director no less than three days in advance of the date the meeting is to be held.
76 Each Director shall acknowledge receipt of such notice either by attending the meeting,
77 or by providing a signed, written statement that can be read at the meeting. A quorum of
78 one half (1/2) of the Directors of the whole board is required to do business at a Special
79 Meeting. If a Director attends a Special Meeting solely for the purpose of objecting that
80 the meeting is not lawfully convened, he or she shall not be counted in the quorum.

81 Minutes of the Special Meeting, including any action taken, shall be reported in writing
82 to all Directors within one week and reviewed at the next regularly scheduled meeting of
83 the Board of Directors.

84 Section 6. Quorum and Manner of Action. At all meetings of the Board of
85 Directors, the presence of one-half (½) of the total number of Directors constituting the
86 whole Board shall be necessary and sufficient to constitute a quorum for the transaction
87 of business, subject, however, to the provisions of Section 9 of this Article IV. Except as
88 otherwise required by statute, and by Section 5 of Article IV hereof, the act of a majority
89 of the Directors present at any meeting at which a quorum is present shall be the act of
90 the Board of Directors. In the absence of a quorum, a majority of the Directors present
91 may adjourn the meeting from time to time until a quorum shall be present. When
92 immediate action is required before the next regularly scheduled board meeting, the
93 President (or Vice President if the President is not available) may put the question before
94 the board using regular mail or e-mail, with individual votes of each Director submitted
95 by mail, e-mail or over the telephone to the President (or Vice President). A written
96 record shall be maintained of each individual vote, and the results reported at the next
97 regularly scheduled meeting of the Board of Directors.

98 Section 7: Resignations. Any Director may resign at any time by giving written
99 notice of such resignation to the President or the Secretary. Unless otherwise specified in
100 such written notice, such resignation shall take effect upon receipt thereof by the Board
101 of Directors or such Officer.

102 Section 8. Removal of Directors. Except as otherwise provided by statute, any
103 Director may be removed at any time, either with or without cause, by the affirmative
104 vote of a majority of the Directors of the Alliance entitled to vote, given at a special
105 meeting of such Directors expressly called for that purpose.

106 Section 9. Vacancies. If any vacancy shall occur in the Board of Directors by
107 reason of death, resignation or removal, the remaining Directors shall continue to act and
108 such vacancy may be filled by majority of the remaining Directors, although less than a
109 quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of
110 his or her predecessor in office. Any Directorship to be filled by reason of an increase in
111 the number of Directors shall be filled by the affirmative vote of a majority of the
112 Directors then in office. A Director chosen to fill a position resulting from an increase in
113 the number of Directors shall hold office until the next scheduled election meeting of the
114 membership and until his or her successor shall have been elected and qualified.

115 Section 10. Compensation. The Directors shall not be paid any fixed annual
116 salary for their services as such but, by resolution of the Board of Directors, may be
117 allowed travel expenses for attendance at each regular or special meeting provided,
118 however, that nothing herein contained shall be construed as prohibiting the payment to
119 any person who is a Director of compensation for services rendered to the Alliance in any
120 other capacity.

121 ARTICLE V

122 Officers

123 Section 1. Number and Qualifications. The officers of the Alliance shall be
124 President, Vice President, Secretary, Treasurer, and such other officers and assistant
125 officers as may be deemed necessary by the Board of Directors and duly elected or
126 appointed by them in the manner provided for election of officers in Section 2 of Article
127 V.

128 Section 2: Election: Term of Office: Qualifications. Each officer shall be elected
129 by the Board of Directors at its first meeting after the election of the Directors by the
130 general membership and thereafter annually at its regular meetings. Each such officer,
131 and any officer elected to fill a vacancy, shall hold office until his or her successor is
132 elected and shall have qualified, or until his or her death, or until he or she shall resign in
133 the manner provided in Section 3 of this Article V. Any two or more offices may be held
134 by the same person, except the offices of President and Secretary.

135 Section 3. Resignations. Any officer may resign at any time by filing written
136 notice of such resignation with the President or the Secretary. Unless otherwise specified
137 in such written notice, such resignation shall take effect upon receipt thereof by the Board
138 of Directors or such officer.

139 Section 4. Removal. Any officer elected by the Board of Directors may be
140 removed by the Board of Directors whenever in its judgment the best interest of the
141 Alliance will be served thereby.

142 Section 5. Vacancies. A vacancy in any office by reason of death, resignation,
143 removal, disqualification or any other cause shall be filled by the Board of Directors.

144 ARTICLE VI

145 Duties of Officers

146 Section 1. The President shall preside at the meetings of the Alliance, serve as
147 ex-officio member of all committees except the Nominating Committee, and perform the
148 usual duties of office.

149 Section 2. The Vice President shall perform the duties of the President in the
150 absence of or at the request of the President, and perform the usual duties of office.

151 Section 3. The Secretary shall keep the minutes and records of membership
152 meetings and meetings of the Board of Directors and will handle correspondence relating
153 to the business of the Alliance.

154 Section 4. The Treasurer shall have custody of all of the funds for the Alliance;
155 shall keep a full and accurate account of receipts and expenditures; and shall make
156 disbursements in accordance with the approved budget, as authorized by the Board of
157 Directors. The Treasurer shall present a financial statement at every membership
158 meeting of the Alliance and at other times when requested by the Board of Directors, and
159 shall make a full report at the Annual Meeting of the membership. The Treasurer shall be
160 responsible for the maintenance of such books of account and records as conform to the
161 requirements of the Bylaws. The Treasurer's accounts shall be examined annually by an
162 accountant or an Accounting Committee of not less than three members who, satisfied
163 that the Treasurer's Annual Report is correct, shall sign a statement of that fact at the end
164 of the report. The accounting committee shall be appointed by the Board of Directors at

165 least two weeks before the Annual Membership Meeting and shall present the completed
166 report at the Annual Membership Meeting.

167 Section 5. All officers shall:

168 A. Perform the duties prescribed in the statutory authority in addition to
169 those outlined in these Bylaws and those assigned from time to time.

170 B. Deliver to their successors all official material not later than ten days
171 following the installation of their successors.

172 ARTICLE VII

173 Meetings

174 Section 1. Regular membership meetings of the Alliance shall be held at least
175 annually on a date and at a place to be determined by the Board of Directors.

176 Section 2. Special membership meetings of the Alliance may be called by the
177 Board of Directors.

178 Section 3. The Annual Meeting of the Alliance shall be held within three months
179 after the end of the Fiscal Year.

180 Section 4. Twenty percent (20%) of the members shall constitute a quorum for
181 the transaction of business in any meeting of the membership.

182 ARTICLE VIII

183 Standing and Special Committees

184 Section 1. Committees appropriate to the implementation of the purposes of the
185 Alliance shall be determined by the Board of Directors and all appointments shall be
186 made by the President.

187 Section 2. The chairman of each standing committee shall present a plan of work
188 to the Board of Directors for approval.

189 Section 3. The President has the power to form special committees and to appoint
190 their members.

191 ARTICLE IX

192 Parliamentary Authority

193 The rules contained in the current edition of ROBERTS RULES OF ORDER, NEWLY
194 REVISED shall govern the Alliance in all cases to which they are applicable and in
195 which they are not inconsistent with the Bylaws and any special rules of order the
196 Alliance may adopt.

197 ARTICLE X

198 Amendments

199 Section 1. Changes to Bylaws. These Bylaws may be amended, repealed, or
200 altered in whole or in part by a two-thirds vote of any regular or special meeting of the
201 membership of the Alliance, provided that the proposed changes have been made
202 available to the members at least thirty (30) days prior to such meeting. Members unable
203 to attend the meeting at which amendments to the Bylaws will be considered may vote on
204 proposed changes to the Bylaws by mail, as long as those votes have been received at
205 least one day prior to the scheduled meeting.

206 Section 2. Bylaws Review. The Board of Directors, or a committee appointed by
207 the Board for this purpose, shall review the Bylaws at least biennially, to insure the Board
208 is acting in compliance with its Bylaws and to identify any proposed changes for
209 consideration by the membership.

210 ARTICLE XI

211 NAMI Name and Logo

212 The National Alliance on Mental Illness - Colorado Springs acknowledges that the
213 National Alliance on Mental Illness (NAMI) controls the use of the logo and the name,
214 acronym and logo of NAMI, and that our use of the logo and name shall be accordance
215 with NAMI policy. Upon termination of affiliation with or charter by NAMI, the uses of

216 these names, acronyms and logo by the National Alliance on Mental Illness - Colorado
217 Springs shall cease.

218 ARTICLE XII

219 Nondiscrimination

220 This policy defines NAMI-CS's position on discrimination. This policy applies to all
221 NAMI-CS volunteers, employees, and contractors.

222 NAMI-CS follows an equal opportunity employment policy, and employs personnel
223 (both paid and volunteer) without regard to race, creed, color, religion, national origin,
224 sex, sexual orientation, age, physical or mental handicap, veteran status, and marital
225 status. This policy also applies to internal promotions, training, opportunities for
226 advancement, terminations, relationships with outside vendors and customers, use of
227 contractors and consultants, and in dealing with the general public.

228