



# **NAMI KERN COUNTY**

## **BY-LAWS**

**EFFECTIVE: 1/6/2015**

**NAMI KERN COUNTY BY-LAWS**  
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**BY-LAWS**  
**OF**  
**NAMI KERN COUNTY CHAPTER**

ARTICLE I

NAME

The name of the corporation shall be NAMI Kern.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation is located in the city of Bakersfield, in the county of Kern, California.

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 of 1986, as amended. The general purposes of the corporation include providing education, support services and advocacy to improve the quality of life of everyone affected by mental illnesses. The property of the corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

ARTICLE IV

MISSION

- To provide support, education and advocacy for persons with mental illness, their families and friends

- To promote better quality of care, rights and interest of citizens with mental illness particularly of those who cannot speak for themselves, and advocate for policies at the local, state and national levels to accomplish these objectives
- To encourage mental health professionals to include family members in the care and treatment of their ill family members

## ARTICLE V

### MANAGEMENT

Management of this corporation rests with the Board of Directors as per Article VIII of the By-laws.

## ARTICLE VI

### DISSOLUTION

Upon dissolution or winding down of the corporation, all assets remaining after payment or provision for payment of all debts and liabilities of the corporation shall be distributed to a non-profit fund,, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its tax exempt status under Section 501(c)(3) of the internal Revenue Code.

## ARTICLE VII

### FISCAL YEAR

The fiscal year begins January 1 and ends December 31.

## ARTICLE VIII

### BOARD OF DIRECTORS

#### Section 8.1 General Powers

The Board of Directors shall be the policy making and managing body of the corporation vested with the full power to conduct its business, subject to the Laws of California including the California Non-profit Corporation Law and By-laws and mandates of the general membership.

#### Section 8.2 Executive Board

The Executive Board of Directors will include the five elected officers-president, first vice-president, second vice-president, treasurer, secretary and past president.

#### Section 8.3 Additional Directors

The officers may elect by majority vote as many as five additional directors from the affiliate members, plus each approved rural area representative or designee, to serve concurrent terms.

#### Section 8.4 Past-President

The immediate past-president serves as an ex-officio member of the Board of Directors.

#### Section 8.5 Simple Majority

A simple majority vote of the Board of Directors is required to pass any official business. The President shall be the Chairperson.

#### Section 8.6 Eligibility

Elected officers need to be a NAMI member for at least six months; unless at the time of the November election there is not a nominee for the elected position.

#### Section 8.7 General Membership

Any action of the Board of Directors may be altered or rescinded by a motion from the membership if carried by a two-thirds (2/3) vote of 25 voting members of a regular or special meeting.

#### Section 8.8 Quorum

A quorum will constitute 50% plus one of the Board of Directors

#### Section 8.9 Resignation of Officers

Any officer may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect on the date the notice is received or later specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective.

#### Section 8.10 Officers' Term

The officers' regular term of office is one year, continuing until the election of their successors. The term of office is January 1 to December 31 for elected board members.

#### Section 8.11 Removal of Officer

The Board of Directors may replace any director or officer who has failed to attend three consecutive board meetings or three consecutive regular meetings. After giving reasonable

notice to the director or office involved, the Board may declare the office vacant. The Board will elect replacements to fill vacant elective positions except for the office of President.

## ARTICLE IX

### DUTIES OF OFFICERS

#### Section 9.1 President

The President shall be subject to the control of the Board of Directors, generally supervise the officers of the corporation. The President shall preside at all meetings of the members and all meetings of the Board of Directors. The President shall have such other powers and duties as may be prescribed by the Board of Directors or these By-laws.

#### Section 9.2 Vice-Presidents

In the absence or disability of the President, the Vice-Presidents, if any, in order of their rank, as fixed by the Board of Directors, or, if not ranked, a Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to, all restrictions placed on the President. The Vice-Presidents shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or these By-laws.

#### Section 9.3 Secretary

The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of the directors, committees and members, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those present at the Board of Directors and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the corporation's Articles of Incorporation and By-laws, as amended to date. The Secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the Board of Directors, a record of the corporation's members; showing each member's name, address, and class of membership, if any. The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board of Directors and of committees of the Board required by the By-laws. The Secretary shall keep the corporate seal, if any, in safe

custody and shall have such other powers and perform such other duties as the Board of Directors or these By-laws may require.

#### Section 9.4 Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books, and records of accounts of the properties and business transactions of the corporation. This shall include accounts of assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of accounts shall be open to inspection by any director at all reasonable times. The books of accounts shall be ready for tax preparation for the fiscal year.

The Treasurer shall be responsible for the deposit of all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse or cause to be disbursed funds of the corporation as may be ordered by the Board of Directors or the President; shall render to the President and directors, whenever they request it, an account of all transactions and of the financial conditions of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or these By-laws.

#### Section 9.5 Other Duties

Officers shall have such other duties as are ordinary and customary incumbent upon their positions, and such other duties, as may from time to time be determined by the Board of Directors.

### ARTICLE X

#### STANDING COMMITTEES

##### Section 10.1 Committees

The Board of Directors may create suitable standing committees. The Board of Directors or the President may also create special (ad hoc) committees as needed.

##### Section 10.2 Duties

- Each committee will designate a chairperson to perform the duties listed in Policies and Procedures and conform to the applicable sections in that document
- Each committee Chairperson will prepare a written report showing progress and activity to be presented to the Board of Directors at each month Board Meeting
- Each committee Chairperson will create a budget and submit at the annual planning meeting or to the Board of Directors

## ARTICLE XI

### AUTHORIZATION TO SPEND

#### Section 11.1 Budget

The Board of Directors shall present a fiscal budget to the membership based on the strategic plan no later than March of the fiscal year.

#### Section 11.2 Disbursement

- Disbursement of funds must be approved in advance by the Board of Directors through the approved budget
- Funds will be disbursed by the treasurer to the committee chair per the approved budgetary request
- Non-budgeted items must be approved by a 50% plus one of the Board of Directors. The record of expenditure will be recorded in the minutes of the meeting and serve as authorization of expenditure
- All disbursed funds must be accounted for using the approved NAMI Kern expense reimbursement form. Failure to comply with the expense reimbursement form will mandate automatic return of all funds to the treasurer

#### Section 11.3 Authorization to Pay

The Treasurer is authorized to pay as much as \$500.00 in a given month for office expenses for supplies, printing, and postage. Alternatively, expenses incurred in the normal operations of the corporation as stated in Article III.

#### Section 11.4 Dual Signatures

All Checks over \$500.00, unless approved in the budget, or at a normal sanctioned Board of Directors meeting must be signed by two of the six officers listed below:

- President

- First Vice-President
- Second Vice-President
- Treasurer
- Secretary
- Past President

## ARTICLE XII

### MEMBERSHIP

#### Section 12.1 Membership Eligibility

Membership is composed of families and friends of persons with mental illness and individuals who have a mental illness. Mental health care providers and allied professionals are eligible for membership. All others who share an interest in issues related to mental illness may join as members.

#### Section 12.2 Privileges

Members in good standing are eligible to hold office and vote in persona on all motions considered at general membership meetings. A member in good standing is one who is not more than 60 days delinquent in payment of all annual membership assessments required by the local, state and national organizations.

#### Section 12.3 Membership in Two or More Names

Two or more persons may have an indivisible interest in a single membership and are only allowed one vote per pair membership.

#### Section 12.4 Termination of Membership

A member may be terminated, on the good faith determination by the Board of Directors, or a committee or person authorized by the Board of Directors to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

#### Section 12.5 Suspension of Membership

A member may be suspended, on the good faith determination by the Board of Directors, or a committee or person authorized by the Board of Directors to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests. A person whose membership is suspended shall not be a member during the period of suspension.

#### Section 12.6 Procedures: Termination, Suspension of Membership

If grounds appear to exist for terminating or suspending a member under Section 12.4 or Section 12.5, the following procedure shall be followed:

- The Board of Directors shall give the member at least 5 days' prior notice of the proposed termination or suspension and the reasons for the proposed termination or suspension
- The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed termination or suspension
- The hearing shall be held, or the written statement considered, by the Board of Directors or by a committee or person authorized by the Board of Directors to determine whether the termination or suspension should occur
- The Board of Directors, committee, or person authorized by the Board of Directors shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the Board of Directors, committee or person shall be final.
- Any action challenging an expulsion, suspension or termination of membership, including claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination

### ARTICLE XIII

#### DUES

##### Section 13.1 Annual Dues

Affiliate members pay yearly dues as established by the Board of Directors

##### Section 13.2 Payment Date

Members' dues are payable and renewed annually on or before their anniversary.

### Section 13.3 Waiver of Dues

The Board of Directors may waive dues for individual members at their discretion.

## ARTICLE XIV

### ANNUAL MEMBERSHIP MEETING

#### Section 14.1 Annual Meeting

The November membership meeting is designated as the annual meeting and for the election of officers.

#### Section 14.2 Special Meetings

The President, The Chairman of the Board, if any, the Board of Directors, 10 or more members, may call a special meeting of the member for any lawful purpose at any time. No business, other than the business set forth in the notice of the meeting, may be transacted at a special meeting. A special meeting called by any persons entitled to call a meeting (other than the Board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President, and Vice-President or the Secretary. The officer receiving the request shall cause notice to be given promptly and said meeting will be held at a specified time and date fixed by the Board of Directors, not less than 14 nor more than 30 days after the receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons entitled to call the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing or affecting the time at which a meeting of the membership may be held when the Board of Directors calls the meeting.

## ARTIVLE XV

### ELECTIONS

#### Section 15.1 Election Committee

A three member nominating committee, appointed by the President, nominates candidates for the office. After securing the consent of each nominee to serve if elected, the nominating committee prepares a slate of candidates to be presented to the membership in October. Nominees are permitted from the floor at the time the candidates are presented to the membership at the October meeting. Candidates must be members in good standing.

#### Section 15.2 Manner of Casting Votes

- Voting must be done by ballot. The election committee can assist if there are hardships with reading or writing. Cumulative voting shall not be permitted (1 vote per household or consumer membership).
  - Absentee Ballot: Members may vote by absentee ballot, indicating how the member wishes their vote to be cast. Absentee Ballots must be in the hands of the Election Committee by the day of the election. Absentee Ballots shall expire after the meeting for which they were issued.
- Only majority of members represented at the meeting required. Unless otherwise specified: if quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any manner shall be the act of the members

#### Section 15.3 Presentation of Elected Officers

Elected officers are presented to the membership at the December meeting.

### ARTICLE XVI

#### PARLIAMENTARY AUTHORITY

##### Section 16.1 Robert's Rule of Order

A current edition of Robert's Rule of Order shall govern the conduct of business in all cases in which they are applicable and not in conflict with these By-laws.

##### Section 16.2 Parliamentarian

The President will appoint a parliamentarian from the Board at meetings to enforce and ensure compliance to said rules.

ARTICLE XVII

MISCELLANEOUS

Section 17.1 Support Group Policy

NAMI Kern Board of Directors will endorse, support, and promote “Support Groups” in Kern County that conform to the guidelines set by NAMI National, NAMI California and NAMI Kern Boards. Support Groups are not independent or separate NAMI organizations.

Facilitators must be current members of NAMI Kern County and will have completed the NAMI Support Group training, other Family Facilitator training or NAMI Connection training.

Section 17.2 Accounting Records and Minutes

Upon written demand of the corporation, any member may inspect copy and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board of Directors and committees of the Board of Directors at any reasonable time for a purpose reasonably related to the member’s interest as a member. Any such inspection and copying may be made in person or by the member’s agent or attorney.

Section 17.3 Directors’ Right to Inspect

Every director shall have the right at any reasonable time to inspect the corporation’s books, records, documents of every kind and physical properties. The inspection may be made in person or by the director’s agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE XVIII

INDEMNIFICATION

### Section 18.1

To the fullest extent permitted by law, the corporation shall indemnify its directors, officers, employees and other persons described in Section 5238(a) of the California Non-profit Corporation Law, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses" as used in this Article shall have the same meaning as in Section 5238(a) of the California Non-profit Corporation Law.

### Section 18.2

On written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or 5238(c) of the California Non-profit Corporation Law, the Board of Directors shall promptly determine under Section 5238(a) of the California Non-profit Corporation Law whether the applicable standard of conduct set forth in Section 5238(b) has been met and, if so, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevent the formation of directors who are not parties to that proceeding, indemnification shall be authorized only by court order.

### Section 18.3

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under this Article in defending any proceeding covered by this Article shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

## ARTICLE XIX

### AMENDMENTS

#### Section 19.1 Process

Any proposed amendments to these By-laws shall be presented in writing to the entire general membership at least three weeks before the meeting at which those amendments are to be voted upon.

#### Section 19.2 Ratification

Ratification of such amendments requires a two-thirds (2/3) vote of the general membership in good standing present at the meeting.

NAMI Kern County By-laws approved by General Membership: **Adopted 1/6/2015**