



# Chapter Bylaws

Revised February 6, 2018

NAMI Kern County Chapter Bylaws  
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**BY-LAWS**  
**Of**  
**NAMI KERN COUNTY CHAPTER**

ARTICLE I

NAME

The name of the corporation shall be NAMI Kern County Chapter.

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 person 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 family members.

ARTICLE V  
MANAGEMENT

The management of this corporation rests with the Board of Directors as per Article X of the By-laws.

ARTICLE VI  
INDEPENDENCE

NAMI Kern County shall be independent of other agencies and advocacy groups not affiliated with NAMI, and shall not share By-Laws, Articles of Incorporation, or Board of Directors with such groups.

ARTICLE VII  
NAMI LOGO

NAMI Kern County Chapter acknowledges that NAMI controls the use of the name, acronym and logo of NAMI and that use shall be in accordance with NAMI policy and that upon termination of affiliation with NAMI, the uses of these names, acronym and logo by NAMI Kern County Chapter shall cease.

Within 30 days of termination, NAMI Kern County Chapter will change its name to reflect that it is no longer connected to NAMI.

ARTICLE VIII  
DISSOLUTION

In the event NAMI Kern County Chapter should be dissolved, any assets remaining, following the payment of debt and the satisfaction of liabilities, shall be made to NAMI California for tax exempt purposes in the furtherance of its education, research and advocacy objective.

ARTICLE IX  
FISCAL YEAR

The fiscal year begins January 1 and ends December 31.

## ARTICLE X

### Section 10.1 BOARD OF DIRECTORS

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, By-laws and mandates of the General Membership. The Officers of the Board shall be the President, Vice-Presidents, Secretary and Treasurer.

### Section 10.2 Executive Committee

The Executive Committee will include the five elected officers: President, First Vice-President, Second Vice-President, Treasurer, and Secretary.

### Section 10.3 Additional Directors

The officers may elect by majority vote as many as 15 additional Directors from the affiliate members, plus each approved rural area representative or designee, to serve concurrent terms.

### Section 10.4 Past President

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

### Section 10.5 Simple Majority

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

### Section 10.5 Eligibility

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

### Section 10.6 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 10.7 Quorum

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

### Section 10.8 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, as specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective.

### Section 10.9 Officers' Terms

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 10.10 Board Meeting Attendance

Board members must attend or call in for every Board meeting or be excused. Any Board Member who shall have been absent from two (2) consecutive regular meetings of the Board of Directors without just cause as determined by the Board of Directors shall automatically vacate the seat on the Board and the vacancy shall be filled as provided by these Bylaws; however, the Board shall consider each absence of a Board Member as separate circumstance and may expressly waive such absence by a two-thirds (2/3) vote of the members present at that meeting. Board members who are unwilling or unable to fulfill the duties required of them will be subject to dismissal by two-thirds (2/3) vote of the Board members present at a Board meeting.

### Section 10.11 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 Officer involved, the Board may declare the office vacant. The Board will elect replacements to fill vacant elected positions, except the office of President.

### Section 10.12 Conflict of Interest

All Board members are required to sign the NAMI Kern County Chapter Conflict of Interest disclosure form annually. Failure of new or current Board Members to sign this form within thirty (30) days of receipt will result in automatic dismissal from the Board.

## ARTICLE XI

### DUTIES OF OFFICERS

#### Section 11.1 President

The President shall preside at meetings and serve as ex-officio member of all committees except the nominating committee. The President shall exercise such authority and perform such duties as the Board of Directors may assign. The President shall be the Chief Executive Officer and shall have general supervision of the affairs of the Corporation under the direction of the Board of Directors and the Executive Committee

### Section 11.2 Vice Presidents

The Vice-President shall perform such duties and exercise such authority as may be assigned by the President. Should the President of the Board resign, be removed from office, become incapacitated or be unable to fulfill his/her duties that authority will fall to the Vice-President who shall become the Acting President. Upon assuming the role, the Acting President shall call a Special Meeting of the Executive Committee. The Executive Committee will determine if the Acting President should remain in the role as Acting President, in a situation where the Board President's incapacity is temporary, or if the position of Board President should be filled for the remainder of the term.

### Section 11.3 Secretary

The Secretary shall identify those present, record all votes taken and author a brief summary of issues discussed at Executive Committee and Board meetings. The Secretary will submit meeting minutes within fourteen (14) days of each meeting for distribution, Board approval and to be filed as a permanent record.

### Section 11.4 Treasurer

The Treasurer shall monitor all revenues and expenses of the corporation, approve all payables and shall ensure maintenance of a complete and accurate account of all funds received and disbursed. The Treasurer will produce a monthly financial statement of income and expenses for the Board. The Treasurer shall present the books for audit and at such times as required by the State of California.

### Section 11.5 Other Duties

Officers shall have 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 XII

### EXECUTIVE DIRECTOR

The Board of Directors may choose to employ an Executive Director to run the day-to-day operations of NAMI Kern County Chapter.

#### Section 12.1 Appointments and Dismissals

The Board of Directors has the authority to hire or dismiss the Executive Director, and is responsible to oversee, monitor and evaluate the Executive Director.

In the event that NAMI Kern County Chapter does not hire an Executive Director, all the duties, responsibilities, obligations and limitations of the Executive Director as described herein shall rest with the highest ranking staff member of NAMI Kern County Chapter as the Board of Directors may determine from time to time.

## Section 12.2 Interactions between Executive Director and Board of Directors

The Executive Director reports to the President of NAMI Kern County Chapter, as well as to the full Board of Directors, and shall have general direction of and supervision over the day-to-day affairs of the organization. The Executive Director is expected to give regular updates of activities at Board meetings. The Executive Director shall exercise such authority and perform such duties as the Board of Directors may from time to time assign to the Executive Director. The Executive Director has no voting rights on the Board of Directors.

## ARTICLE XIII

### STANDING COMMITTEES

#### Section 13.1 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 13.2 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 Board meeting

Each committee Chairperson will create a budget and submit at the Annual planning meeting to the Board of Directors.

## ARTICLE XIV

### Section 14.1 BUDGET

The Board of Directors shall present a fiscal budget to the membership on the Strategic Plan no later than March of the fiscal year.

#### Section 14.2 Disbursement of Funds

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 County Chapter expenses reimbursement form. Failure to comply with the expense reimbursement form will mandate automatic return of all funds to the Treasurer.

#### Section 14.3 Authorization to Pay

The Treasurer is authorized to pay monthly expenses, which include office supplies, printing, and postage. Alternately, expenses incurred in the normal operations of the Corporation.

#### Section 14.4 Dual Signature Requirement

All checks over \$500, unless approved in the Budget or at a normal sanctioned Board of Directors' meeting, must be signed by two of the five officers listed below:

President

First Vice President

Second Vice President

Treasurer

Secretary

### ARTICLE XV

#### Section 15.1 MEMBERSHIP

A member may be one individual, or a family of individuals living in one household that is counted as one for the purposes of paying dues and voting. NAMI Kern County Chapter will abide by the standardized dues structure as set forth by the national organization, NAMI. This includes an "open door" membership option defined by income or economic necessity. "Open door" members shall have all the same rights and privileges as members who pay full dues.

#### Section 15.2 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 required by local, state and national organization.

### ARTICLE XVI

#### Non-Discrimination

NAMI Kern County Chapter shall not discriminate against any person or group of persons on the basis of race, ethnicity, culture, language, national origin, age, disability, gender, sexual

orientation, gender expression, education, religion, faith, socio-economic status or lived experience.

## ARTICLE XVII

### Section 17.1 MEMBERSHIP DUES

Affiliate members pay yearly dues as established by the Board of Directors of NAMI Kern County Chapter.

### Section 17.2 Payment Date

Member's dues are payable and renewed annually on or about their anniversary.

### Section 17.3 Waiver of Dues

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

## ARTICLE XVIII

### ANNUAL MEMBERSHIP MEETINGS

#### Section 18.1 Annual Meeting

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

#### Section 18.2 General Membership Meetings

In addition to their annual meeting, the Board of Directors shall hold no fewer than three regular meetings annually, the times and places to be designated by the President.

#### Section 18.3 Special Meetings

Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be distributed by the Secretary to each Board member two weeks in advance of that meeting, unless notice requirement is explicitly waived by all Board members.

#### Section 18.4 Quorum

A majority of the Board of Directors then serving shall constitute a quorum at the Annual meeting and at any regular or special meeting; and a majority of those present in either case shall have power to act in all matters.

## ARTICLE XIX

### ELECTIONS

#### Section 19.1 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 19.2 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 (one vote per household).

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.

#### Section 19.3 Presentation of Elected Officers

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

## ARTICLE XX

### PARLIAMENTARY AUTHORITY

#### Section 20.1 Roberts' 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 20.2 Parliamentarian

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

## ARTICLE XXI

### INDEMNIFICATION

The NAMI Kern County Chapter officers and directors shall be indemnified to the fullest extent provided by law for actions taken in service to the organization, except for any action determined by the Board of Directors to have been taken in bad faith. The Board of Directors has the authority to indemnify any employees and agents of the organization to the fullest extent provided by law for actions taken in service to the organization, except for any action determined by the Board of Directors to have been taken in bad faith.

In any suit or legal action, the Board of Directors shall have the authority to advance legal fees and other costs incurred by an indemnitee. If any such suit or action results in a determination of bad faith, indemnitee shall reimburse NAMI Kern County Chapter for any advanced fees and costs.

## ARTICLE XXII

### AMENDMENTS

Revision or amendments to the Bylaws may be proposed by any member or any director. Any such proposed revision or amendments shall be submitted in writing to the Bylaws Committee not less than ninety (90) days prior to the date of the next annual meeting. Each member shall receive in writing all proposed revisions or amendments to the bylaws not less than thirty (30) days prior to the next annual meeting of the members. Proposed revisions or amendments shall be presented by the Board of Directors to the membership at such next annual meeting. A two-third member voting shall be required to revise or amend the bylaws, provided a quorum is present.

## ARTICLE XXIII

### MISCELLANEOUS

#### Section 23.1 Support Group Policy

The Board of Directors will endorse, support and promote "Support Group" in Kern County that conform to the guidelines set by NAMI National, NAMI California and NAMI Kern County Chapter Boards. Support groups are not independent or separate NAMI organizations.

Facilitators must be current members of NAMI Kern County Chapter and should complete the NAMI Support group training, Family Facilitator training or Connection training.

### Section 23.2 Accounting Records and Minutes

Upon written request of the Corporation, any member may inspect copies and make extracts of the accounting books, records and the minutes of the members, the Board of Directors and committee 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 member's agent or attorney.

### Section 23.3 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.

## **OPERATING POLICIES AND PROCEDURES**

### **Board of Directors' Meeting**

Monthly meetings are to be held. The location, date, and time will be determined as the newly elected Board takes office.

### **Conventions and Conferences**

The Board President shall be supported to attend, with consideration given to the current year's budget.

Up to two (2) NAMI family members, to be determined by nomination of the Board of Directors shall be supported with consideration given to the current year's budget.

Up to three (3) NAMI consumers to be determined by nomination of the Board of Directors shall be supported with consideration given to the current year's budget.

Any person attending the conference or convention, who is supported by the Affiliate must turn in a written report of their attendance at the next Board Meeting.

NAMI Kern County Chapter will support attendees' registration, lodging (single room), meals (up to \$40/day) and travel cost.

### **Financial**

The next year's budget planning process should begin upon completion of the annual NAMIWalks.

All financial records must be kept in a locked cabinet.

All reimbursement forms must include receipts and included in the financial statements each month.

The monthly Treasurer's report shall include month to date totals of each category. At the end of each quarter, the Treasurer will prepare and Income Statement and Balance Sheet.

A Certified Public Accountant (CPA) should do an audit of financial records and tax filing status every two years or as recommended by the Board.

### **Legal and Professional**

The Directors and Officers Liability insurance must be maintained at all times. Bi-annual of filing of Incorporation status must be current. Proof of Registration as a State Public Charity must be maintained annually.

### **Technical**

The Board of Directors is responsible for any additions and or changes to the website.

## Miscellaneous

Any cost that exceeds the budgeted committee amounts, will need to be approved by the Board of Directors.

All NAMI Kern County Chapter's equipment will be kept in the NAMI Kern County Chapter office/storage unit and be checked out appropriately when needed.

Any NAMI Kern County Chapter member representing NAMI Kern County at any community event, function or meeting, must get prior approval from the Board of Directors prior to the event.

All Board members will actively participate in fundraising and/or outreach activities.

## Membership

All elected officers, appointed Board Members, facilitators, instructors, mentor and presenters shall keep their memberships current.

Anyone representing NAMI Kern County Chapter must be a member with current membership status.

## Additional Policies

Board Members will comply with the attached Policies:

Code of Ethics Policy

Confidentiality Policy

Conflict of Interest Policy

Diversity, Inclusion & Non-Discrimination Policy

Compensation Policy

Whistle Blower Policy

Record Retention Policy

## Standing Committee Duties

Job descriptions of the Standing Committee Coordinator and Chairperson are attached:

Family Education Coordinator

Peer Program Coordinator

Membership Chairperson

Advocacy Representative

## ATTACHMENTS

## **Family Education Coordinator Job Description**

- The Family and Peer Coordinators will secure venue and coordinate class dates
- Recruit prospective teachers from current class
- Contact and compile list of prospective participants
- Create promotional flyer announcements for upcoming class
- Purchase necessary supplies for class such as:
  - binders, dividers, pens, miscellaneous supplies
- Prepare all reporting forms for each class
  - Attendance and Sign in
- Ensure the Teachers and Participants manuals are printed
- Purchase supplies for scheduled breaks
  - paper plates, napkins and plastic cutlery
- Copy relevant handouts for all participants
- Prepare a class roster which includes:
  - name, address, phone number and email address
- Complete and send state reports as required
- Attend monthly Board meetings to report on current education activities
- Participate in all relevant conference calls and webinars
- Be proficient in NAMI360 and keep list of Education facilitators updated

**Peer Program Coordinator  
Job Description**

- Coordinate In Our Own Voice (IOOV) presentations to outside providers
  - Coordinate stand-by IOOV presenter, as needed
- Assist peers conducting presentations or classes, as needed
- Complete monthly Peer Presentation reports
- Send monthly Peer reports to NAMI California
- Prepare monthly reimbursement forms (Employee Unit Breakdown) for the Peer
- Schedule training opportunities for facilitators, mentors or presenters
- Recruit new employees to positions of facilitators, mentors or presenters
- Serve as a member of the Board of Directors, attend monthly meetings and provide a written report of current month activities.

## Membership Chairperson Job Description

- Be Certified and proficient in NAMI 360
- Input new and renewal memberships into NAMI 360
- Email membership report month to Board Members
- Send “form” letter to expired members in the month they expire and follow up with phone calls
- Setup Membership table at NAMI events and/or Resource fairs
- Be proactive in marketing for membership in the Community
  - At Affiliate meetings
  - At Family to Family meetings
  - At other community events
- Attend Monthly Board meetings and present membership activity report
  - Current expired members
  - Contacts made to reinstate
  - New members
  - Reinstated members

Sample form letter format:

Dear

NAMI Kern has received notification that your monthly membership has expired. We value your support and want you to continue as members of our organization. I have enclosed a form for you to complete and return along with the annual fee; or if you choose, you may go online at [www.NAMI.org](http://www.NAMI.org) to complete the renewal process. If you have any questions, please don't hesitate to call NAMI Kern County at the local listing (661-XXX-XXXX).

Thank you,

NAMI Kern County  
Membership Chair

## Advocacy Representative Job Description

**Purpose:** The Local Advocacy Representative is a member of the State Advocacy Network and serves to recruit, inform and activate local advocates in response to action alerts and other State Advocacy Team requests and ensures that the following core responsibilities are fulfilled.

**Effort:** 3 hours per month (may vary)

**Reports To:** State Advocacy Team

### Core Responsibilities:

- [Participate in State Advocacy Network conference calls](#) and other communications
- Recruit local grassroots advocates for the State Advocacy Network
- [Participate](#) in and assist with grassroots advocacy trainings
- Disseminate NAMI's [state legislative agenda](#)
- [Promote](#) local awareness of NAMI's policy priorities and leading policy issues
- Forward action alerts and generate prompt responses (email, phone, hearing attendance, etc.)
- Bring local advocacy issues to the attention of the State Advocacy Network
- Assist in nurturing local legislative champions
- Cultivate relationships with local stakeholders, government officials and media

### **Qualifications:**

- NAMI Member
- Interest in mental health policy issues
- Interest and ability in working collaboratively and reliability with State Advocacy Team, local stakeholders and grassroots members on advocacy initiatives
- Strong written and verbal communication skills and organizational