

**BYLAWS of
NAMI TEXAS, INC
A NON-PROFIT CORPORATION
ORGANIZED UNDER THE LAWS OF TEXAS**

**ARTICLE I
Organization**

Section 1. Name

The name of the organization is NAMI Texas, Inc., hereinafter referred to as NAMI Texas, which is the nonprofit state organization chartered by NAMI.

Section 2. Location

The principal office of NAMI Texas shall be located in the City of Austin, County of Travis, and State of Texas.

Section 3. Purpose

The purposes for which NAMI Texas is organized are exclusively charitable and educational within the meaning of Section 501(c) 3 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Section 4: Mission

NAMI Texas, in partnership with our Affiliates, is dedicated to eradicating the-stigma, myths and misconceptions of mental illnesses, to improving the quality of life for all who are affected by these illnesses, and to supporting recovery.

We support our Affiliates by providing leadership, training and technical assistance. We are dedicated to serving our communities by empowering consumers and families and promoting meaningful systems change.

Section 5. Vision

The vision of NAMI Texas is to ensure acceptance of and treatment for all those with mental illness to facilitate recovery.

While retaining our grassroots values, NAMI Texas will:

- become the most effective provider of support and educational opportunities reaching all persons in the state;
- dramatically grow the membership;
- eliminate the stigma of mental illness; and
- lead the way with successful advocacy efforts.

ARTICLE II **Membership**

Section 1. There shall be 3 categories of members described as follows:

- A. **Member** - A member is any person who endorses the mission of NAMI and NAMI Texas and pays dues in the amount and manner established by the Board of Directors of NAMI and NAMI Texas. A member as defined above and used henceforth shall always mean a member in good standing with his/her affiliate and with NAMI Texas as of the record date for NAMI and NAMI Texas. A membership may be one individual or a family of individuals living in one household that is counted as one membership for the purpose of paying dues and voting.

Members may become members through an "Open Door" policy that allows for a reduced dues payment. "Open Door" members are defined by income or economic necessity, at the discretion of the Affiliate member or NAMI Texas. "Open Door" members shall have all the rights and privileges of members who pay full dues.

- B. **Affiliate** - An affiliate shall be constituted with members in good standing in accordance/compliance with NAMI national's bylaws and/or procedures. This group shall have been granted affiliate status by NAMI National upon recommendation by the Board of Directors of NAMI Texas.

- 1) Affiliates shall support the mission of NAMI and NAMI Texas, and forward annual member dues to NAMI and NAMI Texas in the amount and manner established from time to time by resolutions of the Board of Directors of NAMI and NAMI Texas.
- 2) Each Affiliate shall incorporate and adopt bylaws for the governance of the Affiliate, which shall be approved by NAMI Texas.
- 3) Each approved Affiliate shall apply for and obtain non-profit status indicated for a registered IRS Section 501(c) 3 organization.
- 4) Failure of an affiliate to comply with the NAMI National bylaws and/or procedures may, upon recommendation by the NAMI Texas Board, result in termination of affiliate status.

- C. **Chapter** - A chapter is a sub-group of an approved Affiliate consisting of members, directors and officers; is accountable to the local Affiliate and abides by the Affiliate bylaws. Any modifications or exemptions requested by the chapter to Affiliate bylaws shall be agreed to by all parties concerned and be in compliance with NAMI Texas bylaws and procedures.

Section 2. Supporters

NAMI Texas and its Affiliates may recognize, for their contributions, individuals, associations, and corporations that support the mission of NAMI.

Section 3. Voting Rights

- A. Any member as defined in Article II section 1A shall become a voting member if dues are received by NAMI and NAMI Texas by the NAMI Texas record date.
- B. A member may support and work within several Affiliates, but shall establish official membership in only one (1) Affiliate for NAMI and NAMI Texas.
- C. Members shall nominate and elect members of the Board of Directors of NAMI Texas.
- D. Members shall adopt and amend the Bylaws of NAMI Texas as established by the methods and formulae described in Article XVI, Section 1 of the NAMI Texas Bylaws.

Section 4. Good Standing

For purposes of determining a member's right to vote, a member in "good standing" shall be defined as one in which the annual dues of the member have been received by NAMI and NAMI Texas during the 12 months preceding the record date for NAMI Texas voting.

Section 5. Affiliate Membership Dues

Any affiliate as defined in Article II, Section 1B shall become/remain an Affiliate upon receipt of the annual dues of its members and certification by NAMI and NAMI Texas, as outlined in the NAMI Texas bylaws and Policies and Procedures. NAMI Texas dues will be determined and assessed according to procedures adopted by its Board of Directors.

Section 6. Name

The incorporated name of each NAMI Texas Affiliate shall begin with "NAMI" followed by a geographically descriptive term such as city, county or region.

Section 7. Use of NAMI and Logo

NAMI Texas acknowledges that NAMI controls the use of the name, acronym, and logo of NAMI, and intellectual properties, and electronic properties, and that use of the logo and name by NAMI Texas shall be in accordance with NAMI policy. Upon termination of affiliation through NAMI the use of these names, acronyms, materials and logo of NAMI Texas shall cease.

ARTICLE III **Membership Meetings**

Section 1. Annual Meetings

The annual business meeting of the membership shall be held during September, October or November of each year. The purpose of this meeting may include the election of Board members, and the adoption of any amendments to or revision of the Bylaws. Written notice of this meeting shall be mailed to each Affiliate and each member not less than thirty (30) days or more than sixty (60) days prior to the meeting. All membership business meetings shall be open meetings.

Section 2. Special Meetings

- A. Special meetings may be called by the President, or by meeting any one (1) of the following three (3) requirements:
- 1) A written request signed by at least one-half of the Board of Directors.
 - 2) A written request signed by Presidents of the Affiliates whose combined membership totals at least thirty five percent (35%) of the members who were members as of the last Record Date.
 - 3) A written request signed by the Presidents of thirty percent (30%) of the Affiliates as of the record date.
- B. No business shall be transacted at special meetings except as stated in the notice of the meeting. Written notices of special meetings shall be mailed not more than sixty (60) days, and not less than thirty (30) days prior to the meeting.

Section 3. Record Date

The record date for determining members who are eligible to receive notice of the annual or special meeting of the membership, to vote, and to otherwise take action, shall be sixty (60) days prior to the annual or special meeting unless the Board of Directors adopts by resolution an alternate record date. Such record date shall be not less than thirty (30) days or more than sixty (60) days prior to the annual or special meeting of the membership.

Section 4. Quorum

A quorum shall be established if two (2) of the following three (3) conditions are met:

- A. Seventy five (75) members as of the record date are in attendance at the meeting.
- B. Twenty percent (20%) of the total NAMI Texas Affiliates are represented by a member of their Affiliate, who has been certified to represent the Affiliate and who is present for certification, according to procedures as established by NAMI Texas. A member shall be certified to represent only one Affiliate.
- C. Ten percent (10%) of the requested mail-in ballots are returned.

Section 5. Voting Process

- A. Votes cast by NAMI Texas members in good standing as of the record date shall be by official secret ballot in person or by mailed ballot provided by NAMI Texas according to procedures adopted by the Board of Directors.
- B. References to votes cast by Members or votes eligible to be cast by Members shall mean the votes of Members who were Members of NAMI and NAMI Texas as of the Record Date and who are present at the meeting or by mail-in ballot as determined by the number of Members who sign up for ballots at the meeting and/or ballots which have been mailed in prior to the meeting according to procedures adopted by the Board of Directors.
- C. Cumulative voting shall not be permitted. Mailed ballots expire at the end of the meeting for which they were issued.
- D. A majority of the votes cast by members shall, except where otherwise required by law, by the Articles of Incorporation, or by these Bylaws, decide any issue brought before any regular or special meeting.

ARTICLE IV
Board of Directors

Section 1. Composition

The Board of Directors shall consist of fifteen (15) directors in number elected by the membership. Nine (9) of the fifteen (15) directors will be elected to represent the nine (9) regions of the state and six (6) will be elected at large.

Section 2. Qualifications

The Board of Directors shall be NAMI Texas members in good standing, residents of Texas and be willing to serve/fulfill their duties and elected term/s, and consist of, at least seventy-five percent, persons who have or have had mental illness, or parents or other relatives thereof.

Section 3. Nominations

- A. Nominations for all directors shall be made by the members through their Affiliates, according to procedures developed by the Board of Directors. No Affiliate may nominate more

than one individual from its own affiliate for a director per election. Nominations and resumes shall be in writing and forwarded to the office of the President of the Organization and the Nominating Committee not less than ninety (90) days prior to the commencement of the next annual meeting. The office of the president shall publish the name, nominator, and resume of each individual so nominated.

B. **Diversity:** NAMI Texas recognizes that diversity is strength. To help in the governance of NAMI Texas, the Nominating Committee will actively seek nominations from qualified candidates:

- From those affected by mental illness;
- From under represented groups in NAMI Texas including people of varying races, disabilities, ethnicities, creeds, sex and religions;
- Who represent different geographical and political communities; and
- Who are of varying ages.

C. The Nominating Committee will prepare a slate of nominees for the Board of Directors. This slate shall include nominees in excess of the vacant positions.

Section 4. Terms of Office

- A. Directors may serve no more than two consecutive full terms.
- B. At each annual meeting, the membership shall elect five (5) directors: three (3) directors representing three (3) of the nine (9) regions according to procedures developed by the Board of Directors, and two (2) directors at large for a term of three (3) years or until the respective successor shall have been duly elected and qualified to succeed a director whose term will expire at the end of such meeting.
- C. The terms of any Officer or Director shall be extended, if necessary, until his or her successor is duly elected.
- D. No immediate family members shall serve on the Board of Directors at the same time. No NAMI Texas employee or employee's immediate family member shall serve on the NAMI Texas Board of Directors as a voting member. All shall be defined in the NAMI Texas Policies and Procedures.

Section 5. Start of Term

New Board directors will assume office at the close of the annual meeting. At the first meeting of the Board of Directors after the annual meeting (not more than 45 days from said annual meeting), the board will elect the officers from among the directors for a term of one year. Officers are eligible for reelection.

Section 6. Ex-officio Directors.

At any annual or other meeting of the Board of Directors, the Directors may elect one or more ex-officio members of the Board of Directors. Any such ex-officio Director is entitled to notice of and to attend meetings of the Board of Directors but is not entitled to vote unless otherwise provided by the Articles of Incorporation or these Bylaws. The Board of Directors will designate the term of office of each ex-officio Director. An ex-officio Director who is not entitled to vote does not have the duties or liabilities of a Director as provided in these Bylaws or in the Act or other law.

Section 7. Vacancies

In the case of any vacancy of one or more of the regular members of the Board of Directors, the Board of Directors shall elect the person or persons who shall fill the vacancy or vacancies for the remaining unexpired term or terms.

Section 8. Removal of a Director

- A. Any Director who has two (2) absences from scheduled Board of Directors meetings within a twelve (12) month period and who has not notified and been excused by the President seventy two (72) hours prior to the meeting shall be removed from office.
- B. Whenever in its judgment the best interests of NAMI Texas and its local Affiliates will be served thereby, any Director may be removed from office by the vote of not less than 2/3 of the total membership of the Board of Directors. (Texas Non-Profit Corporation Statutes Article 1396-2.15 - Removal of Director)

ARTICLE V**NAMI Texas Consumer Council****Section 1. NAMI National Consumer Representative**

In each odd-numbered year, a consumer member shall be elected at the Annual Meeting to serve a two-year term as the Texas representative to the NAMI National Consumer Council. The specific responsibilities of the National Consumer Representative (NCR) shall be outlined in the operating procedures of the Consumer Council. Nominations for this position shall be according to procedures developed by the Board of Directors.

Section 2. NAMI State Consumer Representative

In each even-numbered year, a consumer member shall be elected at the Annual Meeting to serve a two-year term as the NAMI Texas Consumer Representative to the Board of Directors. The specific responsibilities of the State Consumer Representative (SCR) shall be outlined in the operating procedures of the Consumer Council. Nominations for this position shall be according to procedures developed by the Board of Directors.

Section 3. NAMI Texas Consumer Council

The NAMI Texas Consumer Council (NAMITXCC) shall consist of a voting delegate and non-voting alternate from each NAMI Texas affiliate who will be elected or appointed according to procedures outlined by the affiliate. The NAMITXCC six-person executive committee will include the Chair, Vice-Chair, and two at-large members along with the NCR and SCR. The responsibility of the council will be to cultivate consumer leaders, encourage participation in NAMI consumer education, support, and advocacy programs and initiatives, and to promote diversity and equal representation of all consumers that reside in Texas. The NAMI Texas Consumer Council will serve as a committee under the Board of Directors.

Section 4. Vacancies

In the case of any vacancy of either the NCR or SCR, the Executive Committee of the NAMITXCC (NAMITXCCEC) shall appoint the consumer or consumers who shall fill the vacancy or vacancies for the remaining unexpired term or terms, subject to the approval of the Board of Directors.

ARTICLE VI **Directors' Meetings**

Section 1. Regular meetings

The Board of Directors shall meet at least twice a year at such time and place as the Board of Directors selects. Written notice shall be mailed to each member of the Board of Directors and each Affiliate not less than thirty (30) days prior to the meeting. The first Board of Directors meeting of the fiscal year shall be held no later than forty-five (45) days after the annual meeting. Meetings of the directors or committees may be held by teleconferencing, provided that all the members participating can hear and speak to each other simultaneously.

Section 2. Special Meetings

Special meetings may be called by the President or by written request of at least five (5) Directors. Written notice shall be mailed to each member of the Board of Directors and each Affiliate not less than thirty (30) days prior to the meeting. The time, place, and purpose of the meeting shall be stated in the notice.

Section 3. Meeting Agenda

A published agenda shall be the order of business for all Board of Directors meetings.

Section 4. Quorum

A simple majority of the voting members of the Board of Directors shall constitute a quorum for the purpose of conducting the business of the organization; and a majority of those present shall have power to act in all matters, except as specifically provided to the contrary elsewhere in these Bylaws, provided, however, that no real estate of the corporation shall be sold, leased, mortgaged, or otherwise disposed of, except by resolution approved by not less than a majority of the Board of Directors.

Section 5. Governing Powers

The Board of Directors' highest duty is to preserve and perpetuate NAMI Texas. The Board shall have the power and duty to establish policy, adopt budgets, and other powers and duties necessary or appropriate for the administrative affairs of NAMI Texas. The Directors may perform all such acts as are not designated to be done by the entire membership, or prohibited by law, the Articles of Incorporation, or the Bylaws. 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.

Section 6. Responsibilities/Duties

- A. In addition to the responsibilities vested in them by these Bylaws, the directors shall be vested with the responsibility to execute the corporate purposes as stated in the Statement of Purpose contained in the Articles of Incorporation and the expressed consensus of the members. It shall be the continuing responsibility of the Board of Directors to evaluate the overall function of the organization to ensure that the purposes are being adequately served.
- B. All board members are expected to be supporters of the organization—to attend and participate in meetings, to contribute financially to the extent possible, and to make investments of their time and their talents.
- C. The Board of Directors shall have the final authority to resolve the interpretation of any conflicts or ambiguities in the Bylaws. The Bylaws Committee shall render an opinion for

consideration by the Board on any perceived conflict or ambiguity, unless an immediate decision is required of the Board.

ARTICLE VII **Officers/Employees/Agents**

Section 1. Designation

The officers of NAMI Texas shall be President, Vice President, Secretary, and Treasurer. Officers may hold only one office at a time. Members of the Board of Directors shall elect the officers from among the directors and they shall take office at the conclusion of the meeting in which they are elected. The term of any officer may be extended if necessary, until his/her successor is duly elected.

Section 2. Duties of Officers

- A. **President:** The President shall have the authority for the general supervision of the affairs of NAMI Texas under the direction of the Board of Directors. The President shall appoint all standing committees (see Article VII, Section 2) and shall be an ex-officio member of all committees except the Nominating Committee and the Audit Committee, and shall exercise general oversight over the work of all committees and that of the other officers in order to assure that the objectives of NAMI Texas are executed in the best possible manner. The President shall authenticate by her/his signature, when necessary, all actions, orders, and proceedings of NAMI Texas. The President shall have such powers and perform such other duties as prescribed by these Bylaws and the Articles of Incorporation, and shall have any other powers and duties usually vested in the office of a President of a corporation. The President is authorized to appoint a parliamentarian. The President shall preside at all meetings of NAMI Texas membership and the NAMI Texas Board of Directors
- B. **Vice President:** The Vice President shall succeed in the presidency in case of a vacancy in that office and shall perform the duties of the President in the President's absence or disability. The Vice President shall aid the President in the performance of such duties as may be assigned by the President.
- C. **Secretary:** The Secretary shall keep an accurate record of the proceedings and business transactions at all meetings of the NAMI Texas membership, of the NAMI Texas Board of Directors, and Executive Committee meetings. The Secretary shall mail or submit to each Director, within thirty (30) days, a draft of the minutes of each meeting. Minutes shall be corrected and accepted at the next meeting, with the final copy distributed to the Affiliates, to NAMI National, and posted on the NAMI Texas website. The Secretary or designee shall be custodian of all of the records of NAMI Texas except those that may be necessary to the President and Treasurer in the conduct of their office. The Secretary is responsible for organizing/managing information on the NAMI Texas Webexone or other electronic portals, including creating folders for committees. All records required to be maintained by NAMI Texas Bylaws, Policies & Procedures, or statute shall be held in the NAMI Texas office. The Secretary or designee will send out notices of meetings and otherwise perform the duties and functions customarily performed by the secretary of a corporation.
- D. **Treasurer:** The Treasurer shall have the responsibility for all monies, securities and other valuable properties of NAMI Texas. He/she shall ensure that a full and accurate account of

receipts and disbursements of NAMI Texas is kept in records belonging to NAMI Texas. The Treasurer shall cause all monies and other valuable effects to be deposited in the name and to the credit of NAMI Texas in such accounts and in such depositories as may be designated by the Board of Directors. The Treasurer shall render to the President and the Board of Directors a written detailed account of the Treasurer's transactions and of the financial transactions, whenever required by the President, the Finance Committee, or a majority of the Board of Directors. The Treasurer shall further perform such other duties as the President or Board of Directors direct, and such other duties as usually pertain to the office of treasurer.

Section 3. Executive Director

The Executive Director of NAMI Texas is under the direction of the Board of Directors and the Executive Committee. The Executive Director reports to the President of NAMI Texas, as well as to the full Board of Directors, and is responsible for the oversight of and the daily operation and management of the organization. The Executive Director has the authority to hire and dismiss employees of NAMI Texas. The Executive Director has no voting rights on the Board of Directors.

ARTICLE VIII **Committees**

Section 1. Executive Committee

- A. The Executive Committee shall consist of the four (4) elected officers of NAMI Texas and two additional NAMI Texas Directors who have expressed interest in seeking officer positions in the foreseeable future. The manner of selection of, and qualifications for, these two additional at-large Executive Committee members shall be determined by the Board as set out in its Policies and Procedures Manual. Simple majority of members shall constitute a quorum.
- B. The Executive Committee, by simple majority of members present, shall:
- Transact all business referred to it by the Board of Directors provided the action of the committee shall not conflict with that of the Board.
 - Act in emergencies between meetings of the Board of Directors.
 - Take recommendations to the Board of Directors on matters of administration and policy.
 - Make a full written report of each meeting of the Executive Committee for submission to the Board of Directors for their approval.
 - Have full responsibility for preparing a program for leadership training.
 - Approve for Board consideration a proposed budget developed by the Executive Director.
- C. The Board of Directors by vote shall ratify the actions of the Executive Committee.

Section 2. Standing, Special, and Study Committees

The Board of Directors shall provide for the creation of an Audit Committee, a Finance/Development Committee, a Bylaws/Governance Committee, a Nominating Committee, and other suitable standing committees and special Ad Hoc committees as needed.

The President, prior to approval by the Board of Directors, may form study committees. The Board of Directors shall also provide for the establishment of a state Consumer Council.

The President shall make all appointments to committees, except for the Consumer Council, subject to the approval of the Board of Directors. The Board of Directors will develop procedures for all committees, except the Consumer Council. Procedures for the Consumer Council will be developed by the Consumer Council, subject to the approval of the Board of Directors.

Section 3. Audit Committee

The President shall appoint an Audit Committee of three (3) NAMI Texas members, at least one of who shall be a Director. The committee is responsible for the naming of an independent CPA (Certified Public Accountant) auditor who will audit the corporation books and prepare the report for presentation to the Audit Committee, then to the Board of Directors. The Audit should be completed within 120 days following the fiscal year end.

Section 4: Nominating Committee

A nominating committee will be composed of at least three members appointed by the Board according to procedures adopted by the NAMI Texas Board of Directors. At least one current member of the Board of Directors shall serve on the Nominating Committee.

Section 5. Tenure of Committees

All committee members shall serve until their successors are appointed. Ad Hoc Committees shall be appointed by the President with approval of the Board of Directors, as the need arises, to carry out a specified task, at the completion of which it automatically ceases to exist. The President, with approval of the Board of Directors, shall appoint members.

ARTICLE IX **Financial**

Section 1. Fiscal

- A. The Executive Director shall prepare an annual operating budget draft for review by the Executive Committee. Upon review, the proposed budget shall be submitted to the Board of Directors for approval prior to or at the first meeting of the Board held in the budget year.
- B. NAMI Texas shall publish an annual report of activities to include prior year fiscal information and programmatic results. (TX Statutes Article 1396-2.23A Financial Records and Annual reports)

Section 2. Contracts

The Board of Directors may authorize any two (2) Officers or agents of NAMI Texas, in addition to the Officers so authorized by these Bylaws, to enter into any contact or execute and deliver any instrument in the name of and on behalf of NAMI Texas; and such authority may be general or confined to specific instances.

Section 3. Checks

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NAMI Texas shall be signed by such Officer or Officers, agent or agents of NAMI Texas, and in such manner as shall from time to time be determined

by resolution of the Board of Directors. Payments should not exceed forty five (45) days of due date.

Section 4. Deposits

All funds of NAMI Texas shall be timely deposited to the credit of NAMI Texas in such bank, trust companies, or other depositories as the Board of Directors may select.

Section 5. Contributions

The Board of Directors may accept on behalf of NAMI Texas any contribution, gift, bequest, or devise for the general purpose or for any special purpose of NAMI Texas, according to procedures outlined in the Policies and Procedures. Any contribution, gift, bequest, or donation shall be placed in NAMI Texas General Funds, unless otherwise stipulated, and shall be dispersed by NAMI Texas through normal budget authorizations.

ARTICLE X
Books and Records

NAMI Texas shall keep correct and complete books and records of accounts, as prescribed in the Policies and Procedures, and shall keep minutes of proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. Any member, with proper written notice, may inspect the books and records in the NAMI Texas office during an agreed upon time within normal business hours, subject to maintaining confidentiality of consumer names and contributor names.

ARTICLE XI
Fiscal Year

The fiscal year of NAMI Texas shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XII
Seal

NAMI Texas shall not have a corporate seal.

ARTICLE XIII
Non-Discrimination

Neither NAMI Texas nor its Board of Directors nor any Member Affiliate shall discriminate against any person or group of persons on the basis of race, disability, ethnicity, creed, sex, religion, or age in requirements for membership, its policies or actions.

ARTICLE XIV
Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Nonprofit Corporation Act or under the provisions of NAMI Texas Articles of Incorporation or bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV

Parliamentary Authority

Parliamentary authority shall be the current edition of Robert's Rules of Order – Newly Revised, so long as they do not conflict with existing Bylaws.

ARTICLE XVI

Amendments/Revisions

Section 1. Revision or Amendments to Bylaws

Any NAMI Texas Member may propose revisions or amendments. Any such proposed revisions or amendments shall be submitted in writing to the Bylaws Committee and the President not less than one-hundred and twenty (120) days prior to the date of the next annual or special meeting of the membership. All proposed revisions or amendments shall be reviewed and commented upon by the NAMI Texas Board of Directors and then communicated to each Affiliate not less than thirty (30) days prior to the next meeting that a vote shall be taken. The proposed revisions or amendments, along with comments by the Board of Directors, shall also be communicated to each member either personally by mail, facsimile transmission, E-mail, or made available on the NAMI Texas website, not less than ten (10) or more than thirty (30) days prior to the same meeting. A two thirds (2/3) majority of the members casting votes (*Article II, Section 4, and Article III, Section 4*) at an annual or special meeting shall be required to revise or amend the Bylaws. Amendments to the NAMI Texas Bylaws shall become effective immediately after the meeting in which such amendments are approved.

Section 2. Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation may be recommended to the members by a resolution of the Board of Directors. A vote of two thirds (2/3) of the members casting votes at an annual or special meeting shall be required to amend the Articles of Incorporation (according to procedures outlined in the Texas Non Profit Corporation Statutes).

ARTICLE XVII

Dispute Resolution

The Board of Directors shall be vested with authority to mediate disputes among and between Affiliates and/or proposed Affiliates and Chapters, and between NAMI Texas and Affiliates/proposed Affiliates/Chapters.

Section 1. Procedure for dispute resolution relative to the By-laws between Affiliates/proposed Affiliates/Chapters of Affiliates

- A. The Board of Directors shall mediate resolution of disputes relative to the Bylaws, which cannot be successfully resolved by the principals. The Board of Directors of the Affiliate(s)/proposed Affiliate(s), which are party to the dispute, shall notify the President of NAMI Texas, in writing, about the existence of the dispute. The names of persons authorized to act on behalf of the disputants will be included in the notification. The NAMI Texas President shall investigate the dispute and work with the parties to mediate a resolution.

- B. In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the NAMI Texas President of written notice from the Board of Directors of any member Affiliate or organizers of a proposed Affiliate, of the existence of the dispute or by agreement sooner, the dispute, together with the names of persons authorized to act on behalf of the Affiliate/proposed Affiliate, shall be referred by the NAMI Texas Board of Directors to the NAMI Board of Directors for final and binding resolution.

Section 2. Procedure for dispute resolution between NAMI Texas and Affiliate/proposed Affiliates/Chapters of Affiliates

- A. The NAMI Texas President shall receive written notice from the Board of Directors of the Affiliate(s)/proposed Affiliate(s) which are party to the dispute, notifying the NAMI Texas President of the existence of the dispute. The NAMI Texas President shall investigate the dispute and work with the parties to mediate a resolution.
- B. In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the NAMI Texas President of written notice of the existence of the dispute, or by agreement sooner, the dispute, together with the names of the persons authorized to act on behalf of the disputants, shall be referred to the NAMI Board of Directors for final and binding resolution.

ARTICLE XVIII

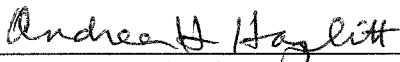
Indemnification of Officers and Directors

No Director of NAMI Texas shall be liable to NAMI Texas or its members for damages for an act or omission in a director's capacity as director, except to the extent otherwise provided by a statute of the State of Texas. NAMI Texas may indemnify persons for whom indemnification is permitted by Article 1396-2.22A of Texas Non-Profit Corporation Act and may purchase such indemnification insurance, as the Board of Directors from time to time shall determine. The Board of Directors shall have the power to define the requirements and limitations for NAMI Texas to indemnify directors, officers, members, or others related to NAMI Texas.

ARTICLE XIX

Whenever not otherwise provided in the Bylaws, the internal affairs of the corporation shall be governed by the procedures established in the General Not-For-Profit Corporation laws of the State of Texas.

These are the current Bylaws approved by two-thirds vote of the members eligible to vote at a meeting of the NAMI Texas membership held on October 22, 2011.



Andrea Hazlitt, Secretary



Eric Willard, President

Ratified on December 22, 1993; amended September 1999, September 2000, September 2002. Revised on October 16, 2004; amended October 6, 2007, October 17, 2008, October 23, 2009, October 22, 2010, October 22, 2011.