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NAMI VIRGINIA BYLAWS

(September 2005)

(Revised June 2009)

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**Mission Statement**

The mission of NAMI Virginia is to promote recovery and improve the quality of life of Virginians with serious mental illness through support, education, and advocacy.

Purpose

NAMI Virginia will engage in any and all activities alone or in cooperation with other individuals or organizations, which may be useful or desirable in furthering the attainment of the mission stated above. Those activities may include, but will not be limited to, the following:

- The coordination of local advocacy groups;
- The collection and dissemination of information related to serious mental illness and affecting people with mental illness and their families;

- Monitoring existing health care facilities, staff and programming for adequacy and accountability;
- Promoting new and remedial legislation;
- Fostering public education;
- Pressing for quality institutional and non-institutional care and individualized treatment of people with mental illness;
- Promotion of community support programs, including appropriate living arrangements linked with supportive, social, vocational rehabilitation, and employment;
- Support for research (preventative, alternative modalities of treatment, rehabilitation, cure, and the eradication of mental illness);
- Improvement of private and governmental funding for mental health facilities and services, care and treatment, residential and research programs;
- Liaison with other mental health organizations;
- Delineation and enforcement of consumer and family rights;
- Promotion of cross-cultural sensitivity on the experience and meaning of mental illness in different cultural groups;
- Soliciting and receiving property and funds, whether real, personal, or mixed by way of gift, bequest, grant, or devise from any person, firm, trust, or corporation to be held, administered, and disposed of in accordance with its above stated purpose.
- Use of all available resources to fight the stigma that surrounds mental illness

## **ARTICLE I: MEMBERSHIP**

### **SECTION 1: TYPES OF MEMBERS**

There shall be two categories of members: 1) Regular and 2) Open Door.

An individual who pays dues in accordance with Article III, Finance and who accept the mission of NAMI Virginia is considered a member of NAMI. A family or group of individuals living in one household may also choose to pay for a single, regular membership, but will be entitled to only one vote in NAMI elections or proceedings.

Individuals may also become members through an “Open Door” policy that allows for a reduced dues payment based on economic necessity. When individuals join or renew, they may choose

an Open Door membership at their discretion. Open Door members shall have all the rights and privileges of members who pay full dues.

## SECTION 2: VOTING RIGHTS

Members shall elect individuals to the Board of Directors, shall vote on amendments to the Bylaws and shall vote on resolutions at the annual meeting.

## SECTION 3: AFFILIATE, STATE AND NATIONAL MEMBERSHIP

Paying membership dues automatically enrolls an individual as a member of the NAMI national organization and as a member of NAMI Virginia. The individual must select a local affiliate of which to be a member. A member may support the work of more than one affiliate, but can be a voting member in only one Affiliate as provided for in Article II for voting purposes.

# ARTICLE II: AFFILIATES

## SECTION 1: DEFINITION

Unless otherwise articulated by NAMI, in which case those rules and regulations shall take precedence, an affiliate shall be a group of five or more members which has been granted membership status as an Affiliate of NAMI by the NAMI Board of Directors and approved by the NAMI Virginia Board of Directors.

- 1) NAMI Virginia endorsement of application for affiliate membership in NAMI: All applications to NAMI Virginia shall be considered by NAMI Virginia for endorsement. Failure or refusal of NAMI Virginia to endorse favorably a membership application of a proposed Affiliate within 60 days of the date of NAMI Virginia receipt of a copy of the application from NAMI may, at the election of the applicant, be deemed to be a dispute resolved through the provisions of Article XV.
- 2) Relationship to NAMI Virginia: Each voting member of NAMI Virginia shall be a member of the Affiliate of his or her choice by virtue of membership in NAMI Virginia and each Affiliate member shall be a member of NAMI Virginia.
- 3) Voting rights: Each Affiliate in good standing shall elect delegates to NAMI conventions for the purpose of voting on NAMI issues. Each Affiliate shall be entitled to a specific number of delegates based on the number of voting members of an Affiliate according to the following table. If NAMI national revises its affiliate voting rights, then NAMI Virginia will adhere to the provisions and rules set forth by NAMI national.

Number of Members in the Affiliate

Number of Votes or Delegates

5-50

1

51-100	2
101-200	3
201-300	4
301-400	5
401-500	6
501-600	7
601-700	8
701-800	9
801 or more	10

- 4) Certification of number of members: The Secretary of each Affiliate shall certify the number of voting members in the Affiliate to the Secretary of NAMI and the Secretary of NAMI Virginia in writing at least 30 days in advance of the NAMI annual convention.

## SECTION 2: NAME

Each Affiliate shall include in its name the word NAMI. Only the state office shall be permitted to use the name “NAMI Virginia”.

## ARTICLE III: FINANCE

### SECTION 1: DUES

- 1) Joining and Renewing Memberships. Individuals pay a single amount, determined by the NAMI National organization, for joining or renewing their membership.
- 2) The date of that payment becomes the anniversary date for their membership. If a membership is not renewed by an anniversary date, the membership will lapse and voting rights and other privileges and benefits of membership will be suspended until the individual renews.
- 3) Dues Sharing: Dues received are shared between NAMI National, NAMI Virginia, and the affiliate selected by the individual. The standard proportion of each dues payment shared by each of these entities will be determined by NAMI National and NAMI Virginia. The respective affiliate shares of dues received by NAMI National and NAMI Virginia will be disbursed monthly to the affiliate Treasurer. The NAMI National and NAMI Virginia shares of any dues collected by an affiliate must be paid to those entities monthly.

### SECTION 2: FISCAL YEAR

The fiscal year shall begin on January 1 and end on December 31 annually unless otherwise voted and approved by the Board of Directors.

## **ARTICLE IV: MEETINGS**

### **SECTION 1: ANNUAL MEETINGS**

The annual meeting of the members of NAMI Virginia shall be held each year as directed by the Board of Directors, on such date and at such place as the Board of Directors shall designate.

- (1) Notice: All members shall receive in writing, email, fax, or website posting the time, date, and place of the meeting at least 30 days prior to the Annual Meeting.
  
- (2) Quorum: At least 25 members who are entitled to vote, as defined in Article I, Section 2, shall constitute a quorum at the annual meeting. In the event that there is a lack of a quorum at the annual meeting, all voting members will receive in writing, email, fax, or website posting a ballot of Board nominees and notice of other voting matters within 30 days of the annual meeting and be given 30 days to return the ballot. The votes registered by ballot shall be the final vote for election of Board members and any other voting matters.
  
- (3) Resolutions: Any member may propose a resolution to be acted on at the annual meeting. The resolution shall be forwarded to the Chair of the Member and Affiliate Relations Committee at least 90 days prior to the annual meeting. The Chair of that committee will forward the resolution to the appropriate committee of the Board and to the President for review. A copy of the resolution will be forwarded to each voting member in writing, email, fax or website posting at least 30 days prior to the annual meeting.

### **SECTION 2: SPECIAL MEETINGS**

- (1) Who Can Call: Special meetings of the membership may be called by a majority of Board members, or a petition by one-eighth of the voting members.
  
- (2) Notice: At least 30 days written, email, fax or website posting notice of the time, date, place and purpose of a special meeting shall be given to each voting member.

## **ARTICLE V: BOARD OF DIRECTORS**

### **SECTION 1: DUTIES**

The Board of Directors shall establish the policies of NAMI VA and shall have the power of the corporation between meetings of the membership unless otherwise specified. In addition to the responsibilities vested in them by these Bylaws, the Board of Directors shall be vested with the responsibility to execute the corporate purposes as stated in the mission statement and statement of purpose and in resolutions passed by the membership. It shall be the continuing responsibility

of the Board of Directors to evaluate the overall functioning of the organization to ensure that the purposes are being served adequately.

Directors shall sign and fulfill the Commitment to Serve Agreement and carry out the major responsibilities and expectations listed in the Board Member Job Description, the Articles of Incorporation, Bylaws, the Code of Ethics, and the Code of Conduct.

Directors shall represent NAMI Virginia and disclose their affiliation with NAMI Virginia in transactions related to the activities of NAMI Virginia and affiliates.

Directors are prohibited from concurrently serving on the board of Directors of a NAMI local affiliate. Any Director serving on an affiliate board of Directors shall promptly resign from the affiliate board of Directors.

All Directors shall abide by policies and decisions that have been approved by a majority of the Board.

## SECTION 2: MEMBERSHIP

- (1) Size of Board: The Board of Directors shall consist of not less than 15 and not more than 21 members.
- (2) Qualifications: The Board of Directors shall be composed only of voting members selected by the membership of NAMI Virginia. A Board member whose membership has lapsed will be suspended from the board and not reinstated until the individual's membership is renewed. One or more members of the Board of Directors shall be a mental health consumer.

## SECTION 3: TERMS OF OFFICE

- (1) Length of Term: All Directors shall be elected for terms of three years.
- (2) Number of Terms: Directors may serve two consecutive full terms, and then must remain off the Board for one year, except Directors who have filled unexpired terms shall fill the vacancy for the remainder of the unexpired term.
- (3) Board members shall rotate in such a manner so that the term of only one third of the Board expires each year.
- (4) Term Commences: Board members shall be elected at the Annual meeting or by ballot as provided in Article IV, Section 1-2. In the event that the Annual Meeting does not take place as provided for in Article IV, Section 1, the incumbent Directors and Officers shall continue to hold office until their successors are elected.

## SECTION 5: VACANCIES

In the case of the vacancy of a Board member, the Board of Directors may elect a person, nominated by the Nominating Committee, to fill the vacancy for the remainder of the unexpired term.

#### SECTION 6: REMOVAL OF BOARD MEMBERS

Two consecutive unexcused absences from meetings of the Board of Directors may be a basis for that Director's removal from the Board. A Director who is unable to attend a Board meeting must notify the President, First Vice President or the Executive Director prior the Board in order to be considered excused.

A Director may be removed with or without cause at a meeting of the membership. The meeting notice shall state that the purpose or one of the purposes of the meeting is removal of the Director. A Director may be removed by a majority vote of a quorum of the membership at a duly noticed meeting.

#### SECTION 7: LEAVE OF ABSENCE

A Director who is unable to attend Board meetings for a period of time due to illness may request a leave of absence from the Board. Such a request shall be made of the President who will bring it to the Board for approval.

#### SECTION 8: SUSPENSION

Any Director who fails to adhere to the Commitment to Serve Agreement, the Bylaws, the Articles of Incorporation, the Code of Conduct, or the Code of Ethics may be subject to a 90 day suspension by a majority vote of the other Directors at any meeting of the Board of Directors or by unanimous vote of the executive committee between meetings of the Board. Any Director suspended from the Board shall not be allowed to attend meetings of the Board, vote, or communicate to other Board members regarding Board business. Any Director who fails to adhere to the Commitment to Serve Agreement, the Bylaws, the Articles of Incorporation, the Code of Conduct, or the Code of Ethics after having been previously suspended from the Board may be recommended to the membership for removal by a majority vote of the other Directors at any meeting of the Board of Directors or by unanimous vote of the executive committee between meetings of the Board.

### **ARTICLE VI: MEETING OF THE BOARD OF DIRECTORS**

#### SECTION 1: ANNUAL MEETING

After each annual meeting of the members, the Board of Directors shall meet and organize by electing from among the Directors, officers to hold office until the next annual meeting or until their successors have been elected.

#### SECTION 2: REGULAR MEETINGS

In addition to the annual meeting, the Board of Directors shall hold at least three regular meetings annually, the times and places to be designated by the President. All regular meetings will be open meetings.

### SECTION 3: SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President or any three members of the Board of Directors with at least 14 days notice served to each member including place, day, hour and purposes.

### SECTION 4: QUORUM

A majority of the Board of Directors shall constitute a quorum at any Board meeting 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 and 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: VOTING

All matters voted by a simple majority of the Board during a regular or special meeting in which a quorum is present are considered to be final.

All votes shall be recorded in the minutes.

## **ARTICLE VII: BOARD COMMITTEES**

### SECTION 1: EXECUTIVE COMMITTEE

The Executive Committee shall consist of the five officers plus two Board members to be selected by majority vote of the Board of Directors.

- (1) Duties: The executive committee shall exercise all powers of the Board of Directors between meetings of the Board. All proceedings of the Executive Committee shall be reported to the Board at its next meeting.
- (2) Meetings: The Executive Committee shall meet at least four times during the year between regular meetings. It may meet at the President's discretion for additional meetings.
- (3) Term limits: Non-officer members of the Executive Committee shall be elected for a period of one year and may serve in that position for no more than two years of his/her three year board term.



## SECTION 2: STANDING COMMITTEES

The size of the standing committees and subcommittees will be determined by the function of the standing committee or subcommittee. Standing committees are committees of the Board and therefore shall have chairs and vice chairs who are members of the Board who are recommended by the President and ratified by the Board. Committee membership shall be composed of Board members, other voting members of NAMI Virginia, all of whom are recommended by the President and ratified by the Board.

(1) Subcommittees: A standing committee may have subcommittees that carry out specific activities relative to the overall function of the committee. The chair of a subcommittee is not required to be a Board member, but is accountable to the Board through the committee chair.

(2) The standing committees are:

(a) Programing, Membership, and Affiliate Relations Committee: This committee shall:

1. Set policy and make recommendations regarding membership and affiliations;
2. Provide volunteer support for the annual meeting;
3. Make recommendations regarding new affiliate applications and endorsement;
4. Facilitate participation of affiliates in NAMI;
5. Make recommendations regarding the educational and program priorities of NAMI Virginia;
6. Monitor and assess programs for alignment with strategic goals of the organization, and
7. Monitor programs for outreach to varied constituencies to best advance the mission.

(b) Finance Committee: This Committee shall be chaired by the Treasurer and shall:

1. Provide financial stewardship;
2. Address issues and recommendations related to financial reports, budgets, and audit reports;
3. Make reports as needed to the Board of Directors;
4. Oversee the preparation of the annual budget to be approved by the Executive Committee and the majority of Directors;
5. Monitor the annual budget and reporting on the status of NAMI Virginia's finances to the Executive Committee and the Board of Directors;
6. Develop and implement long-range financial plans including a reserve fund and the investing of funds for the organization; and
7. Ensure tax returns are filed and arrange for an annual audit and report results to the Board of Directors.

(c) Fundraising Committee: This Committee shall:

1. Establish policies for fundraising activities;
2. Monitor these activities once approved; and
3. Work with staff and Board members to develop a long-term fundraising plan.

(d) Administrative Committee: This Committee shall:

1. Develop and monitor personnel policies;
2. Ensure development of job descriptions and performance review practices for the Executive Director;
3. Execute an annual written review of the overall performance of the Executive Director and submit to the Executive Committee;
4. Recommend salary and benefit packages to the Finance Committee; and
5. Create a nominating subcommittee at such time as necessary to evaluate proposed new board members, which shall operate subject to the following provisions:
  - a. The subcommittee shall consist of at least two Board members and at least two other non-Board members of NAMI Virginia;
  - b. The Committee members shall seek recommendations from the affiliates for the non-Board members to serve on the subcommittee;
  - c. The Committee chair shall select and appoint the non-Board members to the nominating subcommittee;
  - d. The Committee members shall appoint the chair of the subcommittee who shall be one of the Board members;
  - e. The subcommittee shall identify qualified people to serve on the Board of Directors;
  - f. The subcommittee shall solicit new board member nominations from affiliates and members;
  - g. Each nomination shall be accompanied by a brief resume and a completed Board member application form;
  - h. In so far as possible, the subcommittee shall seek representation of the interest of, among others, minorities, ages, urban and rural, and other geographical areas within the state;
  - i. The subcommittee shall propose a slate of nominees to the Committee consisting of one name for each position to be filled for approval by a majority vote of the Committee;
  - j. Upon approval, the Committee shall circulate the proposed slate of nominees to the voting members in writing by email, fax or website posting at least 30 days prior to the annual meeting;
  - k. The nominating subcommittee shall dissolve upon the Board of Directors' approval of the slate of nominees.

(e) Public Affairs Committee: This Committee shall:

1. Make recommendations on NAMI Virginia's policy position on legislative or budget issues that will best further our mission;
2. Monitor and assess public affairs activities in accordance with the mission and strategic goals of NAMI Virginia;
3. Evaluate and make recommendations on community partnerships, public relations and media relations; and
4. Evaluate and make recommendations, in consultation with the Executive Committee, on NAMI Virginia's position on noteworthy matters of immediate concern to its membership and mission.

### SECTION 3: AD HOC COMMITTEES

The president may recommend members to ad hoc committees and define their duties upon ratification by the Executive Committee.

### SECTION 4: ADVISORY COMMITTEES

The Board may establish special committees to advise the Board on matters requiring specialized knowledge or expertise.

## **ARTICLE VIII: EXECUTIVE DIRECTOR**

An Executive Director may be employed by the Board of Directors and shall have general direction of and supervision over the day-to-day affairs of NAMI Virginia. The Executive Director shall exercise such authority and perform such duties as the President, speaking for the Board of Directors, shall assign. The Executive Director shall provide monthly to the Treasurer a written detailed account of transactions and of the financial condition of NAMI Virginia, including a statement of all its assets, liabilities, and financial transactions.

## **ARTICLE IX: OFFICERS**

### SECTION 1: OFFICERS

The officers shall be members of the Board of Directors and shall be: President, First Vice President, Second Vice President, Treasurer and Secretary.

- (1) President: The President shall preside at all meetings of the corporation, the Board of Directors, and Executive Committee. The President shall be the chief executive and shall have general supervision of the affairs of NAMI Virginia under the policies of the Board of Directors and Executive Committee.
- (2) First Vice President: In the event of the death, absence, incapacity or inability to act, the First Vice President shall possess all the powers and perform all the duties of the President and shall do and perform such other duties and exercise such other authority as may be from time to time imposed upon or assigned to the First Vice President by the Board of Directors.
- (3) Second Vice President: The Second Vice President shall serve in place of the President or First Vice President when needed.
- (4) Secretary: The Secretary shall attend all meetings of the Board of Directors and shall record all votes taken and the minutes of all proceedings. The Secretary shall perform such other duties as are incident to the office of the Secretary as well as those assigned to the Secretary by the Board of Directors or the President. The Secretary shall retain all written decisions and directives of the Board of Directors. In the absence of the Secretary at a meeting of the Board of Directors, the President shall

appoint a member of the Board to perform the duties of the Secretary for that meeting.

(5) Treasurer:

- (a) **Supervision and Disbursement of Moneys:** The Treasurer shall be the custodian of the funds of NAMI Virginia. The Treasurer shall cause all moneys and other valuable effects to be deposited in the name and to the credit of NAMI Virginia in such accounts and in such depositories as may be designated by the Board of Directors. The Treasurer shall monitor the disbursement of funds of NAMI Virginia in accordance with authority of the Board of Directors.
- (b) **Finance Report:** Monthly, the Treasurer shall render to the President and the Board of Directors, whenever required, a written detailed account of his transactions as Treasurer and of the financial condition of NAMI Virginia, including a statement of all its assets, liabilities and financial transactions.
- (c) **Other Duties:** The Treasurer shall further perform such other duties as the President of Board of Directors direct and other duties as usually pertain to the office of Treasurer.
- (d) **Delegation of Other Duties:** The Treasurer shall be relieved of all responsibility for any securities of monies or the disbursement thereof committed by the Directors to the custody of any other persons or corporation, or the supervision of which is delegated by the Board of Directors to any other officer, agent or employee or for the performance of any other duties of the Treasurer delegated by the Board of Directors to any other officer, agent or employee. The Board of Directors may elect from among its membership or employ an independent agent to audit NAMI Virginia's books.
- (e) **Fidelity Bonds:** The Treasurer and other necessary people authorized to deposit and withdraw funds shall, at the discretion of the Board of Directors, be bonded for the faithful performance of the Treasurer's duties in such amounts, and by such surety, as the Board of Directors may require.
- (f) **Budget:** The Executive Director with input from staff shall prepare an annual preliminary budget of all expected revenues and expenses for the next fiscal year. The Executive Director and the Executive Committee shall review and submit proposed budget to the Board of Directors for final approval. Budget reports shall be presented and reviewed monthly. The budget will be published in a manner that makes it available to members for review. The Treasurer shall submit a financial report of the previous fiscal year to the Board of Directors and to the membership at the annual meeting.

## SECTION 2: TERMS OF OFFICE

The term of office for all officers shall be one year. Officers may serve not more than two years in any single office during a three-year term as a member of the Board of Directors.

## **ARTICLE X: ADOPTION, REVISION OR AMENDMENT OF BY-LAWS**

### SECTION 1: ADOPTION

These bylaws shall be submitted to the annual meeting of NAMI Virginia and shall take effect after being approved by two-thirds majority of the members voting at the annual meeting.

### SECTION 2: AMENDMENT

Amendments to the by-laws may be proposed by any voting member or any Director. Any such proposed revision or amendments shall be submitted in writing to the President not less than 90 days prior to the date of the next annual meeting. Each member shall receive in writing, email, fax or website posting all proposed amendments to the bylaws not less than thirty (30) days prior to the next annual meeting of the members. Proposed amendments shall be presented to the members at the next annual meeting. A two-thirds vote of the members at the annual meeting shall be required to amend the bylaws.

Amendments to the bylaws may be proposed by any voting member or any Director. Any such proposed amendments shall be submitted in writing to the President not less than 90 days prior to the date of the next annual meeting. The President shall then direct the Administrative Committee and Executive Director to review the proposed amendments and provide recommendations to the Board for ratification. The Board shall vote upon whether to ratify each proposed amendment not less than 60 days before the annual meeting. An amendment shall be ratified only by a two-thirds majority vote of the Board. Each member shall receive by writing, email, fax or website posting all proposed amendments to the bylaws that have been ratified by the Board not less than thirty (30) days prior to the next annual meeting of the members. Proposed amendments that have been ratified by the Board shall be presented to the members at the next annual meeting. A two-thirds majority vote of the members at the annual meeting shall be required to amend the bylaws.

## **ARTICLE XI: SEAL**

The corporation may have a seal.

## **ARTICLE XII: NOT-FOR-PROFIT CORPORATION LAW**

Wherever not otherwise provided by the Bylaws, the internal affairs of NAMI Virginia shall be governed by the procedures established in the not-for-profit corporation law of the Commonwealth of Virginia.

### **ARTICLE XIII: PARLIAMENTARY AUTHORITY**

A current edition of Robert's Rules of Order shall govern the conduct of business in all applicable cases that are not in conflict with these Bylaws.

### **ARTICLE XIV: DISSOLUTION**

In the event that NAMI Virginia should be dissolved, equitable distribution of assets shall be made among the Affiliates. The percentage payable to the affiliate will be determined based on their proportion of the State's active membership according to NAMI national records as of the day of dissolution. The percentage will be applied to any remaining assets after the organization was declared dissolved.

### **ARTICLE XV: DISPUTE RESOLUTION**

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

#### **SECTION 1: PROCEDURE FOR DISPUTE RESOLUTION BETWEEN AFFILIATES/PROPOSED AFFILIATES**

The NAMI Virginia Board shall mediate resolution of any dispute between Affiliates/Proposed Affiliates that cannot be successfully resolved by the principals. Written notice of a dispute shall be delivered to the President of the NAMI Virginia Board from an authorized representative of the Board of Directors of the disputant Affiliate/Proposed Affiliate(s), providing a brief statement of the dispute, as well as the names, mail address, email address, and telephone numbers of persons who are authorized to act on behalf of the disputants. The President of the NAMI Virginia Board or a designated committee shall investigate the dispute and work with the parties involved to mediate a resolution.

In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt of the President of the NAMI Virginia Board of written notice of the existence of the dispute, notice of the dispute shall be delivered in writing (not electronically) signed by an authorized representative of either disputant to the President of the NAMI Board of Directors providing a brief statement of the matter in dispute, as well as the mail address, email address and telephone number of the authorized representatives. Thereafter, the dispute shall be handled in accordance with the Dispute & Grievance Resolution Process set forth in Section 3.6 of the NAMI Board of Directors Operating Policies and Procedures.

#### **SECTION 2: PROCEDURE FOR DISPUTE RESOLUTION BETWEEN NAMI VIRGINIA AND AFFILIATES/PROPOSED AFFILIATES**

In the event that a dispute arises between NAMI Virginia and one or more of its Affiliates/Proposed Affiliates, written notice of a dispute shall be delivered to the President of

the NAMI Virginia Board from an authorized representative of the Board of Directors of the disputant Affiliate/Proposed Affiliate(s), providing a brief statement of the dispute, as well as the names, mail address, email address, and telephone numbers of persons who are authorized to act on behalf of the disputants. The President of the NAMI Virginia Board or a designated committee shall investigate the dispute and work with the parties involved to mediate a resolution. If the President of the NAMI Virginia Board is party to the dispute, then an Ad Hoc Committee will be formed by the NAMI Virginia Board to investigate and work with the parties involved to mediate a resolution.

In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the President of the NAMI Virginia Board of written notice of the existence of the dispute, notice of the dispute shall be given in writing (not electronically) signed by an authorized representative of either disputant to the President of the NAMI Board of Directors providing a brief statement of the matter in dispute, as well as the mail address, email address and telephone number of the authorized representatives. Thereafter, the dispute shall be handled in accordance with the Dispute & Grievance Resolution Process set forth in Section 3.6 of the NAMI Board of Directors Operating Policies and Procedures.

#### **ARTICLE XVI: USE OF NAMI NAME AND LOGO**

NAMI Virginia acknowledges that NAMI national controls the use of the name, acronym and logo of NAMI national and that our use of the logo and name shall be in accordance with NAMI national policy. Upon termination of affiliation with or charter by NAMI, the uses of these names, acronyms and logo by NAMI Virginia and its members shall cease.

#### **ARTICLE XVII: DIVERSITY, INCLUSION & NONDISCRIMINATION**

NAMI Virginia shall actively recruit, engage and serve members from every race, culture, ethnicity, age, religion, socio-economic status, sexual orientation, gender, gender identity and disability and shall not discriminate in the requirements for membership, provision of service or support or in its policies or actions.

The NAMI Virginia Board of Directors will regularly review their own composition and membership demographics compared to those of the Commonwealth using available census or other relevant data, in order to aspire towards reflecting that composition. In keeping with NAMI Virginia's values regarding nondiscrimination and with applicable federal and state law, NAMI Virginia shall include in bylaws, operating policies and procedures and other relevant policy documents, explicit statements that require the organization to embrace the broadest possible definition of inclusion and nondiscrimination.

#### **ARTICLE XVIII: CONFLICT OF INTEREST**

The Directors and Officers of NAMI Virginia shall serve as such without salary, but the Board of Directors may authorize the payment by NAMI Virginia of the reasonable expenses incurred by the Directors and Officers in the performance of their duties. The Board of Directors shall fix the

salary or other compensation of the employees or agents of NAMI Virginia. Except as provided in this section, no Director or Officer of the Corporation shall receive, directly or indirectly, any salary, compensation or gift from NAMI Virginia.

No Director or Officer shall be interested or benefit from, either directly or indirectly, any contract or policy decision, relating to the operations conducted by NAMI Virginia, nor in any contract for furnishing services or supplies to NAMI Virginia.

No loans shall be made by the Corporation to its Directors or Officers.