

Member Meeting and Bylaws Amendment Proposal

12.21.2011

To: NAMI Tennessee Membership

Re: Special Member Meeting and Bylaws Amendment Proposal

The Bylaws committee, under Chair Leslie El-Sayad, has reviewed proposals for amendments to our Bylaws. These proposals were generated as a result of the re-chartering process NAMI Tennessee has undertaken. In accordance with our Bylaws, the committee has presented their recommendations to Board President Dick Baxter. The Board in turn has approved that the proposed amendments be submitted to the Membership for final approval.

In accordance with our Bylaws, Dick has called for a Special Membership meeting to be held on March 5th at 3:00 p.m. C.T. in conjunction with Day on the Hill for the purpose of allowing the membership to vote on these amendments.

Below you will find the four issues brought to the committee and the resolutions that have been suggested.

ISSUE 1: Article III, Section 2 Currently States

Annual Membership Meeting - At least one (1) Annual Membership Meeting shall be held each year, in connection with a Fall Conference, to elect officers and conduct other business with notice of at least thirty (30) days of the time, date and place of the meeting posted electronically or by mail if requested.

Proposed Change: It is recommended to eliminate the underlined section, “in conjunction with a Fall Conference”

Justification: This clause requires us to have our Annual Membership Meeting specifically in the fall and at a conference. The proposed change DOES NOT eliminate the requirement to hold an Annual Membership Meeting for the purpose of electing officers. It eliminates the requirement to have a conference in the fall opening up the possibility to move the Annual Membership Meeting to another time of year or to another gathering of the NAMI Membership such as Day on the Hill. It gives us more latitude to respond to different financial environments.

New Bylaw With Change Included: Annual Membership Meeting - At least one (1) Annual Membership Meeting shall be held each year to elect officers and conduct other business with notice of at least thirty (30) days of the time, date and place of the meeting posted electronically or by mail if requested.

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ISSUE 2: Article V, Section 3 Currently States Indemnification of Officers - The NAMI Tennessee officers, directors, employees, and agents shall be indemnified by the corporation.

Proposed Change: Indemnify: to secure against hurt, loss, or damage; to make compensation to for incurred hurt, loss, or damage. ~ Merriam-Webster

It is recommended that our Bylaws provide more definition of NAMI Tennessee's responsibility for providing indemnification.

Justification: Indemnification of "officers, directors, employees and agents" is considered to be too broad without defining what NAMI's liability for misconduct should be. The Board should have more control and choice over the situations in which it is required to provide coverage.

New Bylaw With Change Included: Indemnification of Officers – NAMI Tennessee shall, to the extent legally permissible and as covered by any applicable policy of insurance, automatically indemnify officers, directors, employees, and agents as related to their service to NAMI Tennessee except in instances where such individuals may have acted with negligence or engaged in misconduct. NAMI Tennessee shall maintain insurance which includes such coverage. In relation to matters as to which any officer, director, employee, or agent may have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought, NAMI Tennessee may choose to indemnify such individual for part or all of such matter subject to approval by the Board of Directors.

ISSUE 3: Article II, Section 5 Currently States 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 Executive Committee. The Treasurer shall present the books for audit at least once annually by an outside agent, and at such other times as required by the State of Tennessee.

Proposed Change: It is recommended to more accurately state the role of the Treasurer in the monthly financial reporting process.

Justification: The current Bylaw states that the Treasurer should produce monthly financial statements for the Executive Committee. NAMI Tennessee staff "produces" the financial statements. The Treasurer "presents" them to the committee.

New Bylaw With Change Included: 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 present a monthly financial statement of income and expenses for

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the Executive Committee. The Treasurer shall present the books for audit at least once annually by an outside agent, and at such other times as required by the State of Tennessee.

ISSUE 4: Throughout our Bylaws NAMI, the parent organization is referred to as “NAMI National.”

Proposed Change: It is recommended that the Bylaws be changed to refer to the parent organization as NAMI. The only exception in our Bylaws will be references to the NAMI National Consumer Council. That continues to be the proper name for that council

Justification: Under Standards of Excellence, NAMI has requested that we create distinctions of the three levels of our organization by using their legally incorporated name “NAMI”, referring to the state organization as NAMI Tennessee, and local affiliates as “NAMI (Local Affiliate Name).

New Bylaw With Change Included: This change would occur at appropriate places throughout our Bylaws.

**Proposed Amendments to the Bylaws: Passed by the Bylaws Committee
12.11.2011**

**Proposed Amendments to the Bylaws: Passed by the Board of Directors
12.21.2011**

Submitted for consideration by the members 12.21.2011

Vote by Membership to be held 3.5.2012