

# 2017 Proposed NAMI TN Bylaws Changes

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The following proposed Bylaws revisions were accepted by President Leslie El-Sayad in accordance with our Bylaws, reviewed by the NAMI TN BOD, and are now forwarded to the membership of the organization for discussion and voting. The Board fully supports all the proposed changes.

## Proposal 1:

### ARTICLE II – Governance

Section 4. Executive Committee - The officers of the corporation shall be the President, a Vice-President for each Grand Division, a Secretary, a Treasurer, and a Parliamentarian. The officers form an Executive Committee. The Past President shall serve on the Executive Committee for one (1) year following the end of his/her term.

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.

#### **PROPOSED ADDITION: (Proposed by the Governance Committee.)**

This would be added to second paragraph after first sentence.

*The Executive Committee reports to the Board of Directors and has full powers of the Board except it cannot a. change or alter bylaws, procedures, or policies, b. hire or fire the Executive Director and c. engage in creating a line of credit or any type of loan for NAMI TN.*

**This change would limit the powers of the executive committee. The current wording of the Bylaws gives the executive committee broad powers beyond the day-to-day business of the organization that could obligate the board or organization to contracts, major employment decisions, or corporate debt. The board of directors would like to make sure that they are partners in these areas of business operations.**

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## Proposal 2:

### ARTICLE VIII - Adoption, Revision or Amendment of Bylaws

Section 1. Adoption - These Bylaws shall be submitted to the Annual Meeting of NAMI Tennessee and shall become effective after being approved by a two-thirds (2/3) majority of the members present and voting.

Section 2. Amendment of the Bylaws - Any member in good standing may propose revision or amendment of these Bylaws. Any proposed revision or amendments shall be submitted in writing to the Board President *not less than sixty (60) days prior* to the date of the next Annual Meeting, or a special membership meeting to consider amendments to the Bylaws. Proposed Bylaws amendments shall be reviewed **and approved** by the Board of Directors prior to being presented to the membership. All proposed **Bylaws amendments** shall be made available to members electronically or by mail if requested, not less than thirty (30) days prior to the Annual Meeting at which amendments will be considered.

#### **PROPOSED CHANGES: (Submitted by T. Henry Jablonski Jr.)**

1. Reverse Section 1 and Section 2.
2. In current Section 2. Change *not less than 60 days prior* to *not less than 120 days prior*.
3. In current Section 2. Delete **and approved**.
4. In current Section 2. After the forth sentence, add: **The president may appoint an ad hoc committee to help with this process.**
5. In current Section 2. In the last sentence after **Bylaws amendments** add: **suggestions, and comments from the Board**

**This change would give an ad hoc bylaws committee more time to consider before having to make a recommendation to board for approval prior to submitting to full membership.**

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## Proposal 3:

### ARTICLE III Meetings

**Section 1. Meetings - Business will be conducted at three (3) kinds of meetings: Membership meetings, Board of Directors meetings, and Executive Committee meetings. No absentee or proxy voting and no voting by mail are allowed at any of these meetings. The President may allow Executive Committee or Board members to attend meetings electronically by conference call, teleconference, or other mechanical or electronic means that allow those members to participate and vote.**

**A quorum shall constitute a majority of the members, Executive Committee or Board of Directors at its meetings, 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.**

**Section 2. 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.**

**PROPOSED CHANGES: (Submitted by T. Henry Jablonski Jr.)**

#### **1. Substitute the following for second paragraph in Section 1:**

**A quorum shall consist of a majority of the members of Executive Committee or Board of Directors at their meetings; and a majority of members present at a membership meeting. A majority of those present at meetings shall have power to act in all matters, except as specifically provided to the contrary elsewhere in these Bylaws.**

#### **2. Substitute the following for Section 2:**

**Section 2. Membership Meetings - At least one (1) Annual Membership Meeting shall be held each year to elect officers and conduct other business. Other Membership Meetings may be called by the president. For all Membership Meetings, notice shall be provided to members at least thirty (30) days prior to meeting, of the time, date and place of the meeting posted electronically or by mail if requested.**

**These changes clarify quorum for Membership Meetings consistent with the implication in Article VIII, Section 2; and with recent practice.**