

Ballot 2016 – NAMI Michigan Bylaws

Please circle one and feel free to leave your comments. Mail the results back to NAMI Michigan with the provided self-addressed envelope by December 31, 2016.

ARTICLE 6- Board of Directors

1. Section 6.2

Current:

Section 6.2. Number of Directors: The Board shall consist of no fewer than 7 or more than 17 directors. Included in the Board directorship will be the four Board officers (President, Vice-President, Secretary, and Treasurer) the Consumer Council Representative. The Consumer Council representative and two alternates are elected for a term of two years by consumers at the annual Consumer Council meeting, which is held at the annual state conference. If the representative is unable to attend a particular meeting of the board he or she may appoint one of the elected alternates to take the Consumer Council seat for that meeting. If the Consumer Council representative does not complete his or her term as consumer council representative, one of the elected alternates will fill the remainder of the term on the NAMI Michigan board of directors.

Proposed Changes:

Section 6.2. Number of Directors: The Board shall consist of no fewer than 7, or more than 17 Directors. Included in the Board Directorship will be the four Board officers (President, Vice-President, Secretary, and Treasurer) the ~~Consumer Council Representative~~ **Governing Board is encouraged to have a .—The** Consumer Council representative and two alternates are elected for a term of two years by consumers at the annual Consumer Council meeting, which is held at the annual state conference. If the representative is unable to attend a particular meeting of the board he or she may appoint one of the elected alternates to take the Consumer Council seat for that meeting. If the Consumer Council representative does not complete his or her term as consumer council representative, one of the elected alternates will fill the remainder of the term on the NAMI Michigan Board of Directors.

Yes No

Comments:

2. Section 6.4

Current:

Section 6.4. Tenure: All Board directors shall serve a term of three (3) years from the date of their election. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. Board directors shall take office immediately following the close of the annual meeting at which they are elected. Director shall serve staggered terms to balance organizational continuity with different perspectives with 1/3 of the Board Directors being elected each year. There is two (2) term limits on the number of consecutive terms for Board Directors. No Board member shall serve more than six (6) consecutive years.

Proposed Changes:

Section 6.4. Tenure: All Board Directors shall serve a term of three (3) years from the date of their election. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. Board Directors shall take office immediately following the close of the annual meeting at which they are elected. ~~Director shall serve staggered terms to balance organizational continuity with different perspectives with 1/3 of the Board Directors being elected each year.~~ There is a two (2) term limits on the number of consecutive terms for Board Directors. No Board member shall serve more than **six (6)** consecutive years.

Yes No

Comments:

3. Section 6.5

Current:

Section 6.5. Nomination and Elections: The nominating committee established by article 10 of these bylaws shall present a list of candidates, including their brief resume, for election of Board Directors by ballot to fill the open seat and term expired Board positions. All Board Member Candidates will be reviewed and approved by the nominating committee prior to election.

The Organization shall regularly solicit Board candidates for vacant positions by sending out a request for Members who are interested in becoming a candidate for Board membership to all active Members via regular mail, newsletter, or e-mail; these communications will include a deadline date for a candidate's submission letter and biography to the NAMI Michigan office.

The Organization will e-mail an election ballot, including candidate biographies, to all of NAMI Michigan's active Members in sufficient time prior to the annual meeting so that Members may select and return their signed ballot to be received at the NAMI Michigan office at least two weeks prior the annual meeting. The voting will occur at the annual meeting. All Director vacancies are then elected by all of Michigan's participating active Members attending the annual meeting and by the returned absentee ballots.

The newly elected Board Members, existing Board members will then elect the remaining vacant Board Officer positions, i.e. Vice-President, Secretary, and Treasurer who will take office immediately following the close of the annual business meeting at which the newly elected are announced. A Board meeting/orientation will be held with the existing and newly elected members within 60 days of the annual business meeting.

Proposed Changes:

Section 6.5. Nomination and Elections ~~Nomination and Elections: The nominating committee established by article 10 of these bylaws shall present a list of candidates, including their brief resume, for election of Board Directors by ballot to fill the open seat and term expired Board positions. All Board Member Candidates will be reviewed and approved by the nominating committee prior to election.~~

The Organization shall regularly solicit Board candidates for vacant positions by sending out a request for Members who are interested in becoming a candidate for Board membership to all active Members via

regular mail, newsletter, or e-mail; these communications will include a deadline date for a candidate's submission letter and biography to the NAMI Michigan office.

The Organization will e-mail an election ballot, including candidate biographies, to all of NAMI Michigan's active Members **prior to annual meeting. The voting will take place at the annual meeting. in sufficient time prior to the annual meeting so that Members may select and return their signed ballot to be received at the NAMI Michigan office at least two weeks prior the annual meeting. All Director vacancies are then elected by all of Michigan's participating active Members attending the annual meeting and by the returned absentee ballots. If there are vacancies after the annual meeting the Board can vote to fill the empty seats for one (1) term.**

The newly elected Board Members, existing Board members will then elect the remaining vacant Board Officer positions, i.e. Vice-President, Secretary, and Treasurer who will take office immediately following the close of the annual business meeting at which the newly elected are announced. **A Board meeting/orientation will be held with the existing and newly elected members within 60 days of the annual business meeting.**

Yes No

Comments:

4. Section 6.6

Current:

Section 6.6. Vacancies: Any vacancy occurring in the Board of Directors may be filled, upon recommendation of a qualified Member candidate from the Nominating Committee, by the affirmative vote of the majority of the remaining Board. A Director elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

Proposed Changes:

Section 6.6. Vacancies: Any vacancy occurring in the Board of Directors may be filled, upon recommendation of a qualified Member candidate from the **Nominating Committee Governing Board**, by the affirmative vote of the majority of the remaining Board. A Director elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office

Yes No

Comments:

5. Section 6.8

Current:

Section 6.8. Removal: The Board may remove any Board Director for cause by two-thirds (2/3) vote of all Directors then in office, at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by registered mail to the Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

Proposed Changes:

Section 6.8. Removal: The Board may remove any Board Director for cause by two-thirds (2/3) vote of all Directors then in office, at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been **emailed** ~~by registered mail~~ to the Director proposed for removal at least **thirty-fifteen (15)** days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice. **All Board Members must attend 3 out of 5 meetings or the Board can vote to terminate or remove the member's seat. In person attendance is preferred, although attendance by phone is permitted.**

Yes No

Comments:

ARTICLE 7- Officers of the Board of Directors

6. Section 7.3

Current:

Section 7.3 Tenure: A Director may serve as a Board Officer for one term.

Proposed Changes:

Section 7.3 Tenure: A Director may serve as a Board Officer for **one-two (2)** terms.

Yes No

Comments:

7. Section 7.5

Current:

Section 7.5 Duties of Officers:

The President speaks for the Board in public and policy matters. The President or his/her meeting designee will normally preside at all meetings of the Organization and the Board of Directors. The President shall be ex-officio Member, with a vote, in all committees except the Nominating Committee. If there is an Executive Director, the Executive Director reports directly to the President, who shall serve as the interface between the Executive Director and the Executive Committee. The President is Chair of the Executive Committee.

When there is no Executive Director employed, the President, or his/her designee, shall exercise general supervision over the work of employees, the committees, and the other officers in order to assure that the objectives of the Organization are executed in the best possible manner; in these circumstances, the President, or his/her designee shall authenticate by signature, all acts, orders, and proceedings of the Organization.

The Vice-President shall succeed to the Presidency in case of a permanent vacancy in that office. The Vice President shall perform the duties of the President as assigned by the Board resulting from the President's extended absence or disability which would preclude the President from effectively performing such duties. The Vice-President shall aid the President in performance of such duties as may be assigned by the President and shall perform such other duties as may be prescribed by the Board of Directors.

The Secretary shall be responsible for conducting the Organization's record keeping as directed by the President or the Board, for depositing fund receipts into the Organizations accounts, for issuing notices of all Board meetings and shall perform such other duties as may be prescribed by the President and the Board of Directors. The Secretary shall attend the meetings of the Board, and of the Membership, and shall keep, or cause to be kept, a record of written minutes of all such meetings, and shall keep a written attendance record of each Member at such meetings. The Secretary shall keep an historical record of all minutes of each meeting in an orderly manner and have at least the past one set of minutes available at each Board meeting. The Secretary, with the consent of the President, may delegate any such duties. The Secretarial functions may be assisted by a staff person(s).

The Treasurer is responsible for the financial welfare of the Organization to the Board. The Treasurer will act as the overseer of financial matters, will regularly report the organization's financial conditions to the Board; will present the annual financial report to the Members at the annual meeting; will sign and issue all disbursements to pay the Organization's obligations; will receive the deposit receipts of funds received by the Organization; will manage the Organization's Membership list, and maintain the Organization's financial ledger. The Treasurer will be chair of the Finance Committee.

Proposed Changes:

Section 7.5 Duties of Officers:

The President speaks for the Board in public and policy matters. The President or his/her meeting designee will normally preside at all meetings of the Organization and the Board of Directors. The President shall be ex-officio Member, with a vote, in all committees—~~except the Nominating Committee~~. If there is an Executive Director, the Executive Director reports directly to the President, who shall serve as the interface between the Executive Director and the Executive Committee. The President is Chair of the Executive Committee.

When there is no Executive Director employed, the President, or his/her designee, shall exercise general supervision over the work of employees, the committees, and the other officers in order to assure that the objectives of the Organization are executed in the best possible manner; in these circumstances, the President, or his/her designee shall authenticate by signature, all acts, orders, and proceedings of the Organization.

The Vice-President shall succeed to the Presidency in case of a permanent vacancy in that office. The Vice President shall perform the duties of the President as assigned by the Board resulting from the President's extended absence or disability which would preclude the President from effectively performing such duties. The Vice-President shall aid the President in performance of such duties as may be assigned by the President and shall perform such other duties as may be prescribed by the Board of Directors.

The Secretary shall be responsible for conducting the Organization's record keeping as directed by the President or the Board, for depositing fund receipts into the Organizations accounts, for issuing notices of all Board meetings and shall perform such other duties as may be prescribed by the President and the Board of Directors. The Secretary shall attend the meetings of the Board, and of the Membership, and shall keep, or cause to be kept, a record of written minutes of all such meetings, and shall keep a written attendance record of each Member at such meetings. The Secretary shall keep an historical record of all minutes of each meeting in an orderly manner and have at least the past one set of minutes available at each Board meeting. The Secretary, with the consent of the President, may delegate any such duties. The Secretarial functions may be assisted by a staff person(s).

The Treasurer is responsible for the financial welfare of the Organization to the Board. The Treasurer will act as the overseer of financial matters, will regularly report the organization's financial conditions to the Board; will present the annual financial report to the Members at the annual meeting; will sign and issue all disbursements to pay the Organization's obligations; will receive the deposit receipts of funds received by the Organization; will manage the Organization's Membership list, and maintain the Organization's financial ledger. The Treasurer will be chair of the Finance Committee.

Yes No

Comments:

ARTICLE 8- Meetings of the Board of Directors

8. Section 8.1

Current:

Section 8.1. Regular and Annual Meeting: The Board shall hold regular meetings at least six (6) times per year, one of which shall be the annual meeting, to be held in the spring of each year. Any Michigan NAMI Member is welcome to attend any Board meeting by means of teleconferencing or in person.

Proposed Changes:

Section 8.1. Regular and Annual Meeting: The Board shall hold regular meetings at least ~~six~~ **five (5)** times per year, one of which shall be the annual meeting, to be held in the spring of each year. Any Michigan NAMI Member is welcome to attend any Board meeting by means of teleconferencing or in person.

Yes No

Comments:

9. Section 8.3

Current:

Section 8.3. Notice; Waiver: Notice of any regular meeting shall be given at thirty (30) days prior to the meeting, and notice for a special meeting shall be given at least ten (10) days prior to the special meeting. Both notices shall be written notice, stating the time and place of the meeting, including an agenda of all items to be discussed at such meetings, previous meeting minutes, and support materials. The notice shall be delivered personally mailed, electronically mailed or sent by facsimile to each Director at the Director's address registered with the organization. If notice be given by electronic mail or facsimile, such notice shall be deemed to be delivered when the electronic mail or facsimile is acknowledged by the recipient. Any Director may waive notice of any meeting by written statement sent by the Director, signed before or after the holding of the meeting. The attendance of a Director at a meeting constitutes a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Proposed Changes:

Section 8.3. Notice; Waiver: Notice of any regular meeting shall be given at ~~thirty~~ **ten (10)** days prior to the meeting, and notice for a special meeting shall be given at least ~~ten~~ **seven (7)** days prior to the special meeting. Both notices shall be ~~written notice~~ **e-mailed**, stating the time and place of the meeting, including an agenda of all items to be discussed at such meetings, previous meeting minutes, and support materials. The notice shall be delivered personally mailed, electronically mailed or sent by facsimile to each Director at the Director's address registered with the organization. If notice be given by electronic mail or facsimile,

such notice shall be deemed to be delivered when the electronic mail or facsimile is acknowledged by the recipient. Any Director may waive notice of any meeting by written statement sent by the Director, signed before or after the holding of the meeting. The attendance of a Director at a meeting constitutes a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Yes No

Comments:

10. Section 8.7

Current:

Section 8.7. Meeting by Telephone or Similar Equipment: A Director may participate in a regular or special meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting. Voting via e-mail is permitted at the discretion of the President and Board Officers.

Proposed Changes:

Section 8.7. Meeting by Telephone or Similar Equipment: A Director may participate in a regular or special meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting. **Voting via e-mail is permitted at the discretion of the President and Board Officers.**

Yes No

Comments:

ARTICLE 10- Committees

11. Section 10.1

Current:

Section 10.1. Establishment and Operation of Committees: Established within the Organization shall be a Finance Committee, and an Audit Committee. The Board of Directors by resolution by the affirmative vote of a majority of the members of the Board of Directors may designate one or more other committees from time to time as advisable to assist with governance, without compromising the Board's authority and in

keeping with the policies established by the Board. The President will nominate committee chairs for all. Any Michigan Board Member can chair a Board Committee. Committees may be formed and/or dissolved at the pleasure of the Board without requiring a bylaws amendment except the standing Nominating Committee.

Proposed Changes:

Section 10.1. Establishment and Operation of Committees: Established within the Organization shall be a ~~Nominating committee~~, Finance Committee, and an Audit Committee. The Board of Directors by resolution by the affirmative vote of a majority of the members of the Board of Directors may designate one or more other committees from time to time as advisable to assist with governance, without compromising the Board's authority and in keeping with the policies established by the Board. The President will nominate committee chairs for all ~~committees except the Nominating Committee for approval by the Board~~. Any Michigan ~~NAMI member~~ Board Member can chair a Board Committee. Committees may be formed and/or dissolved at the pleasure of the Board without requiring a bylaws amendment ~~except the standing Nominating Committee~~.

Yes No

Comments:

12. Section 10.3

Current:

Section 10.3 Nominating Committee: This required standing committee of 7 people shall be chaired by a current Board Director and composed of 3 second or third year incumbent Board Directors, each not an officer and 4 NAMI Michigan Affiliate Presidents who are not themselves Directors of the Organization but represent the needs of 4 regional areas within Michigan's 83 counties. The purpose of the Nominating Committee is to find the best candidates to serve. The people who serve on this committee should be objective and impartial by not letting their own opinions or personal biases hold sway.

The tenure of Nominating Committee members will be staggered so that one sitting Director and one non-Board Affiliate President will be elected at each annual meeting. The chair of this committee will rotate annually and be selected by the committee members at the annual meeting.

- The 4 Affiliate non-Board Presidents will be from 4 different geographical areas within Michigan,
- one Affiliate President selected from all the Affiliates in the 4 counties (4) of Wayne, Oakland, Monroe, and Macomb, and
 - one Affiliate President selected from all the Affiliates in the 21 counties (21) of Kent/Ionia/Montcalm/Newaygo/Oceana/Clare/Isabella/Mason/Barry/Ottawa/ Kalamazoo/Allegan/Van Buren/Berrien/Cass/ St. Joseph/Branch/Barry/Muskegon/Mecosta/Lake Counties, and
 - one Affiliate President selected from all the Affiliates in the 22 counties (22) of Ingham/Shiawassee/Genesee/Washtenaw/Livingston/Clinton/Jackson/Lenawee/Hillsdale /Eaton/ Midland/Saginaw/Bay/Clare/Gladwin/Gratiot/Lapeer and all Eastern Lake Huron Counties above Macomb County to the southern border of Iosco, and

- One Affiliate President selected from all the Affiliates in all the 36 Michigan Counties (36) north of a line from the southern border of Iosco County west to Manistee County's Lake Michigan shore.
- The selection of these 4 non-board nominating committee members is regional by the NAMI Affiliate Presidents of all the affiliates represented within each of the four geographical areas mentioned above.

This committee is responsible for nominating and vetting Michigan Members proposed for Directorship, including the President; for preparing a list of Member candidates for election to the Board and delivering this list of candidates and biographical information to the Organization's administration for mailing, for training Directors in their respective roles, and other similar duties as assigned by the Board.

Proposed Changes:

~~Nominating Committee: This required standing committee of 7 people shall be chaired by a current Board Director and composed of 3 second or third year incumbent Board Directors, each not an officer and 4 NAMI Michigan Affiliate Presidents who are not themselves Directors of the Organization but represent the needs of 4 regional areas within Michigan's 83 counties. The purpose of the Nominating Committee is to find the best candidates to serve. The people who serve on this committee should be objective and impartial by not letting their own opinions or personal biases hold sway.~~

~~The tenure of Nominating Committee members will be staggered so that one sitting Director and one non-Board Affiliate President will be elected at each annual meeting. The chair of this committee will rotate annually and be selected by the committee members at the annual meeting.~~

~~The 4 Affiliate non-Board Presidents will be from 4 different geographical areas within Michigan,~~

- ~~• one Affiliate President selected from all the Affiliates in the 4 counties (4) of Wayne, Oakland, Monroe, and Macomb, and~~
- ~~• one Affiliate President selected from all the Affiliates in the 21 counties (21) of Kent/Ionia/Montcalm/Newaygo/Oceana/Clare/Isabella/Mason/Barry/Ottawa/Kalamazoo/Allegan/Van Buren/Berrien/Cass/St. Joseph/Branch/Barry/Muskegon/Mecosta/Lake Counties, and~~
- ~~• one Affiliate President selected from all the Affiliates in the 22 counties (22) of Ingham/Shiawassee/Genesee/Washtenaw/Livingston/Canton/Jackson/Lenawee/Hillsdale/Eaton/Midland/Saginaw/Bay/Clare/Gladwin/Gratiot/Lapeer and all Eastern Lake Huron Counties above Macomb County to the southern border of Iosco, and~~
- ~~• One Affiliate President selected from all the Affiliates in all the 36 Michigan Counties (36) north of a line from the southern border of Iosco County west to Manistee County's Lake Michigan shore.~~
- ~~• The selection of these 4 non-board nominating committee members is regional by the NAMI Affiliate Presidents of all the affiliates represented within each of the four geographical areas mentioned above.~~

~~This committee is responsible for nominating and vetting Michigan Members proposed for Directorship, including the President; for preparing a list of Member candidates for election to the Board and delivering this list of candidates and biographical information to the Organization's administration for mailing, for training Directors in their respective roles, and other similar duties as assigned by the Board.~~

Section 10.-3 **Finance Committee:** The Treasurer will be chair of the Finance Committee which will include two other Board Members and the Executive Director, if one is employed. The Finance

Committee will develop and recommend a budget to the Board; will set metrics for evaluation of financial performance; will oversee fund development, and the Treasurer will present the budget to the general Membership at the annual meeting.

Yes

No

Comments:

13. Section 10.4

Current:

Section 10.3. Finance Committee: The Treasurer will be chair of the Finance Committee which will include two other Board Members and the Executive Director, if one is employed. The Finance Committee will develop and recommend a budget to the Board; will set metrics for evaluation of financial performance; will oversee fund development, and the Treasurer will present the budget to the general Membership at the annual meeting.

Proposed Changes

5- Section 4 Audit. The Board shall complete an Audit, annually. The Treasurer must oversee the Audit. The Treasurer is responsible for the naming of an outside auditor who will audit and review the Organization books and prepare the report for presentation at a meeting of the Board of Directors prior to the new fiscal year. The Treasurer or any past Treasurer shall complete the Audit.

Yes

No

Comments:
