

NAMI Northern Nevada

BYLAWS

Amended and Restated as of July 19, 2016

Supersedes and Replaces all prior versions

PREAMBLE AND MISSION

The name of this organization and affiliate shall be NAMI Northern Nevada.

The mission of NAMI Northern Nevada is to advocate for a life of quality and dignity by providing education, resources and emotional support to families and those affected by mental illness. We strive to end discrimination and stigma for all persons affected by these illnesses through broader education and collaboration with the whole community.

NAMI is a nonprofit, grassroots, self-help, support and advocacy organization of individuals with mental illness and their families and friends.

NAMI Northern Nevada conducts outreach, education, support, fundraising, and other activities.

NAMI is recognized on the national, state and affiliate level:

ARTICLE 1 - DEFINING TERMS AND RELATIONSHIP OF NAMI NORTHERN NEVADA TO NAMI

1. Definitions

- 1.1.1. "NAMI Northern Nevada" is an affiliate supporting and implementing NAMI and NAMI Nevada's mission at a local, geographic level, supporting Washoe County and surrounding areas.
- 1.1.2. "Affiliate" as used throughout these bylaws has the same meaning as the term "Local Affiliate" in the bylaws of the National Alliance on Mental Illness, Article 1, Section 2, Sub-section 2, Sub-part 'a', and specifically refers to NAMI Northern Nevada.
- 1.1.3. "NAMI Nevada" is the NAMI State organization chartered by and supporting the mission of NAMI. NAMI Nevada sets the agenda for the State which is implemented through support and guidance to the local Affiliates. NAMI Nevada headquarters is in Reno, NV.

- 1.1.4. "NAMI" (National Alliance on Mental Illness and hereinafter NAMI) is the national organization providing oversight, setting policy and guiding NAMI State organizations and local affiliates.

ARTICLE 2 - MEMBERSHIP

1. General Principles of Membership
 - 1.1. As an affiliate organization, membership eligibility is established by NAMI and NAMI Northern Nevada will comply with NAMI's definitions.
2. Definition of Member
 - 2.1. A "member" is defined as one individual who accepts the mission of NAMI Northern Nevada and pays the annual dues in the amount and manner established by resolution of the Boards of Directors of NAMI.
3. Definition of Good Standing
 - 3.1. "Good Standing" means a member whose dues have been paid to NAMI Northern Nevada (or NAMI) and is not in arrears.
 - 3.2. Regardless of which NAMI organization a member joins, all NAMI members are considered members of all relevant levels of NAMI: National, State Organization, and Affiliate.
4. Voting
 - 4.1. All members in good standing are voting members.
 - 4.2. Eligibility of good standing
 - 4.2.1. Eligibility of good standing and therefore eligibility to vote shall be determined as of forty-five (45) days prior to the annual meeting each year.
 - 4.2.2. Existing members whose current annual dues have not been paid as of forty-five (45) days prior to the annual meeting shall not be entitled to vote at that upcoming annual meeting.
 - 4.2.3. Any new member whose membership application and dues payment has not been recorded by the Affiliate on or before forty-five 45 days prior to the annual meeting shall not be eligible to vote at that upcoming annual meeting.
 - 4.3. Voting Members Rights
 - 4.3.1. General Principles
 - 4.3.1.1. Members shall have equal access to the process of nominating and electing the members of the Affiliate's Board of Directors and adoption and amendment of the Affiliate's Bylaws, and shall have equal access to the process of voting upon other internal matters of the Affiliate.
 - 4.3.1.2. NAMI-Northern Nevada shall ensure representation of the interests of, among others, minorities, ages, urban, rural, and other geographical areas within the region.
 - 4.3.2. Specific Rights
 - 4.3.2.1. Nominate and elect members of the Board of Directors of NAMI Northern Nevada,

- 4.3.2.2. Amend the Bylaws
 - 4.3.2.3. May endorse resolutions.
 - 5. Member Voting.
 - 5.1. Members may vote by mail or in person, for Directors, for revisions and amendments to these Bylaws, and for resolutions.
 - 5.2. Votes shall be considered valid based on the simple majority of those voting in person or by returned ballots.
 - 6. Confidentiality
 - 6.1 The name of a member or members of NAMI Northern Nevada, or their personal contact information shall not be distributed without the approval of the Board of Directors, except as provided for in NRS 82.186.
 - 6.2 This provision does not apply to the sending of the NAMI Recovery Journal, the NAMI Newsletter or e-mails published through a listserv provided that reasonable measures are made to maintain personal identifying information.
 - 6.3 This provision shall not apply to the NAMI volunteers, officers, employees or members of the Board of Directors conducting the business of the affiliate.

ARTICLE 3 - FUNDING AND FINANCES

- 1. The Financial Year
 - 1.1. The financial (fiscal) year shall be the calendar year.
- 2. Approval of Expenditures
 - 2.1. All expenditures shall be provided for in the Annual Budget and approved by the Board of Directors.
 - 2.2. Expenditures by an Officer or Committee not provided for in the budget must be approved by a majority vote of the members of the Executive Committee of the Board of Directors.
 - 2.3. The Board shall not commit NAMI Northern Nevada to any financial obligation in excess of the financial resources of NAMI Northern Nevada.

ARTICLE 4 - MEETINGS

- 1. Regular Meetings
 - 1.1. The Board of Directors of NAMI Northern Nevada shall have at least six (6) or more regular meetings per year, the time and place to be designated by the President on written notice to the members of the Board not later than ten (10) days before the date fixed for the meeting.
 - 1.2. Notice for Regular Meetings
 - 1.2.1. Notice for regular meetings may be conveyed by email.
 - 1.3. Participation in Regular Meetings by Board of Directors
 - 1.3.1. Participation in meetings may occur by electronic means (e.g. telephone conference call, Skype, etc.).
 - 1.4. Attendance by Members.

- 1.4.1. Members are welcome to attend all Open meetings of the Board of Directors and may speak at the invitation of the Board but they do not have a vote.
 - 1.4.2. Closed Meeting: When the Board enters into an executive session that meeting shall include Board members only.
2. Annual Meetings
- 2.1. Within each financial year, NAMI Northern Nevada shall hold an Annual Membership Meeting.
 - 2.2. The Annual Meeting of the members of NAMI Northern Nevada shall be held on such a date and at such a place as the Board of Directors shall designate.
 - 2.3. Voting members at the Annual Meeting may be represented by written proxy provided that they notify the Board of Director's thirty days in advance of the annual meeting of the member who will function as their proxy.
 - 2.4. Notice to Members
 - 2.4.1. Notice shall be given to the membership of NAMI Northern Nevada at least forty-five days prior to the Annual Meeting.
 - 2.4.2. The notice of the Annual Meeting shall contain the time, date, and location of the meeting.
 - 2.4.3. The Board of Directors may also publish notice of the Annual Meeting on social media, and by e-mail. However, such electronic publication shall not relieve the Board of Directors of the duty to notify each member by US mail.
 - 2.4.4. The written notice of the Annual Meeting may include the written description of the draft resolutions packet and recommendations pursuant to sub-heading 2.5.3.1.
 - 2.5. Resolutions at the Annual Meeting
 - 2.5.1. All resolutions proposed to be acted upon at annual meetings shall be proposed only by voting members, the Board of Directors, or duly constituted committees of the Board.
 - 2.5.2. Notice Required for Resolutions
 - 2.5.2.1. All proposed resolutions shall be hand delivered or submitted by mail or email to the Board of Directors of the Affiliate at least ninety (90) days in advance of the Annual Meeting.
 - 2.5.3. Procedure for Resolutions
 - 2.5.3.1. The Bylaws and Resolutions Committee shall review all proposed resolutions and draft recommendations sixty (60) days prior to the Annual Meeting. These recommendations shall be provided to the Board of Directors
 - 2.5.3.1.1. Following receipt of the recommendations of the Bylaws and Resolutions Committee the Board of Directors shall then distribute the proposed resolutions packet, with the recommendations of the Bylaws and Resolutions Committee to all members at least forty-five (45) days in advance of the Annual Meeting via US mail.

- 2.5.3.1.2. The Board of Directors may also publish the document electronically on any social media platform not less than forty five days prior to the Annual Meeting. This may be done in conjunction with the notice of the annual meeting pursuant to section 2.4
 - 2.5.3.1.3. Hard copies of the resolution packet shall be available for all members in good standing who attend the Annual Meeting.
- 3. Revisions to Amendments
 - 3.1. The bylaws committee's MAY consult with a legal advisor regarding potential resolutions for the Annual Meeting. The legal advisor's report and recommendations may be presented at the meeting concurrently with any action to amend the bylaws.
- 4. Special Meetings
 - 4.1. Method of calling a special meeting.
 - 4.1.1. Special Meetings may be called by the President of the Board of Directors with the concurrence of a majority of the Board of Directors.
 - 4.1.2. Special Meetings may be called by motion of any Board Member. The motion shall pass with a simple majority.
 - 4.1.3. Special meetings may also be called at the request of five percent of the membership pursuant to Nevada Revised Statute 82.336.
 - 4.1.4. When a member requests a meeting pursuant to Nevada Revised Statute 82.336, the Board of Directors shall determine through any reasonable means whether five percent of the membership desire to hold a special meeting.
 - 4.1.5. If the Board of Directors determines five percent of the membership demand a special meeting, the Board shall set such a special meeting as expeditiously as possible.
 - 4.1.5.1. Form of the request
 - 4.1.5.1.1. A member may petition for a special meeting by notifying the Board of Directors. Upon receipt of a request for a Special Meeting, the Secretary shall add the request to the Agenda of the next available meeting of the Board of Directors.
 - 4.1.5.1.2. The member requesting the special meeting may be asked to provide a brief statement as to the reason for the special meeting.
 - 4.1.5.1.3. The President or his or her designee shall require a vote of the Board of

Directors as to whether or not to schedule a special meeting at the member's request.

4.1.5.1.4. A minimum of one (1) week's written notice of the time, date, place, and purpose of the Special Meeting shall be given to each member. Such notice may be transmitted by email.

ARTICLE 5 - NAMI NORTHERN NEVADA BOARD OF DIRECTORS

1. Composition
 - 1.1. The Board of Directors shall be composed of not less than nine (9) members.
2. Quorum.
 - 2.1. A quorum of the Board of Directors shall be one more than half of the total number of the Board and include two of the elected officers.
3. Qualifications
 - 3.1. A candidate for the Board of Directors shall be a member in good standing of NAMI Northern Nevada.
 - 3.2. While in office, a member of the Board of Directors must remain in good standing.
4. Terms of Office
 - 4.1. Length of Term
 - 4.1.1. The term of office for a member of the Board of Directors shall be three years from the date of election.
 - 4.1.2. Board elections shall be staggered to assure that no more than three (3) Board members are elected annually.
 - 4.2. Vacancy, Removal and Appointment for Remainder of Term
 - 4.2.1. A board member may vacate his appointment prior to completion.
 - 4.2.2. A board member may be removed for good cause, malfeasance, absence or criminal conduct.
 - 4.2.3. Absences
 - 4.2.3.1. Three (3) absences from regularly scheduled monthly meetings, or two (2) from regularly scheduled quarterly meetings, within any twelve-month period without sufficient or overriding reason will be considered unexcused absences and may constitute grounds for the Board recommending the member's removal.
 - 4.2.3.2. At each regularly scheduled board meeting, absences will be noted and indications of excused or unexcused will be noted.
 - 4.2.3.3. The President will determine if the absences are excused or unexcused.
 - 4.2.3.3.1. An excused absence includes, but is not limited to, an unexpected occurrence or emergency with health, mental health, family, or employment that would prevent the member from attending the meeting.

- 4.2.3.3.2. An unexcused absence includes, but is not limited to, lack of communication (no contact with the President or Secretary). Unless the absence is the result of an emergency or unexpected occurrence, members who cannot attend a regularly scheduled meeting must give prior notice (e.g., memo, letter, email or phone call) to the President, or Vice President, up until the time of the meeting. Failure to do so will result in an unexcused absence.
- 4.2.3.4. Removal from Board Service
 - 4.2.3.4.1. Unexcused absences
 - 4.2.3.4.1.1. When a member has a third unexcused absence during any 12-month period, the President will send a notification letter to that member that the Board intends to take action for removal at the next scheduled meeting. At that meeting the board member will have the opportunity to refute the intended removal action or the Board will proceed with the removal process. The removal process shall be a simple majority vote.
 - 4.2.3.4.2. Criminal conduct or malfeasance
 - 4.2.3.4.2.1. At any time any board member may bring a motion to begin the process for removal of any other board member, to include the President for criminal conduct or malfeasance. This motion shall be discussed and voted upon as any other motion. If the motion passes, the President shall send written notification to the Board Member-Defendant that a removal hearing shall take place at the next regularly scheduled Board Meeting.
 - 4.2.3.4.2.2. At that meeting the board member will have the opportunity to refute the intended removal action or the Board will proceed with the removal process. The removal process shall be a simple majority vote.
 - 4.2.4.
 - 4.2.4.1. In the event a board member vacates his term prior to completion or is removed by the Board of Directors for good cause, malfeasance or criminal conduct, the President of the Board of Directors may appoint a member to fulfill the remainder of the term.
- 4.3. Nominations and Elections
 - 4.3.1. Ninety (90) days prior to the date of election, the President of the Board of Directors shall appoint a Nominating Committee consisting of three (3)

- active Board Members. The members of the Nominating Committee shall select a chairman from amongst them.
- 4.3.2. Preparation of Slate of Candidates
- 4.3.2.1. The Nominating Committee shall prepare a slate of candidates from the existing nominees for membership on the Board of Directors, giving consideration insofar as possible, to the representation of the interests of consumers, gender, cultural diversity, and age groups. Furthermore, consideration should be given to nominating individuals who represent the following fields of interest: social work, law enforcement, the faith community, veterans, substance abuse, and mental health.
- 4.3.3. Submission of member nominations to the Nominations Committee
- 4.3.3.1. Any member in good standing of NAMI Northern Nevada may submit nominations for membership in the Board of Directors at least sixty (60) days prior to the election. Each nomination shall be accompanied by a brief resume of the nominee's qualifications.
- 4.3.3.2. A member may nominate themselves to the Board of Directors.
- 4.4. Election Procedure
- 4.4.1. Forty-five (45) days prior to the election, the Board of Directors shall provide to the membership body via written mail a slate of candidates with a brief biographical sketch.
- 4.4.2. The President of the Board of Directors shall appoint a Teller's Committee to count and confirm votes, and ensure the confidentiality of the process.
- 4.4.3. The nominees receiving the most votes shall be elected and confirmed by the Board of Directors.
- 4.5. Duties
- 4.5.1. The Board of Directors shall establish the policies of NAMI Northern Nevada and shall have the power of the Affiliate between meetings of the Affiliate's membership unless otherwise specified in the Articles of Incorporation or these Bylaws.
- 4.5.2. General Powers.
- 4.5.2.1. Subject to the provision of the Nevada State Nonprofit Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
- 4.5.3. The Board of Directors is responsible for overall policy and direction of NAMI Northern Nevada. The board receives no compensation other than for Board-approved, reasonable expenses incurred in service to the Affiliate.
- 4.6. Conflict of Interest.
- 4.6.1. All Board members are required to sign the NAMI Northern Nevada's Conflict of Interest disclosure form annually. Failure of new or current

Board members to sign this form within thirty (30) days of receipt will result in automatic dismissal from the Board.

- 4.7. Committees.
 - 4.7.1. It shall be the duty of the Board of Directors to create, appoint, determine functions of, and establish priorities for such committees as it deems necessary.
- 4.8. Annual Meeting.
 - 4.8.1. It shall be the duty of the Board of Directors to approve the program, date, time, and place of the Annual Meeting of NAMI Northern Nevada.
- 4.9. Policies and Procedures.
 - 4.9.1. The Board of Directors shall provide for the development and maintenance of policies and procedures for NAMI Northern Nevada.
- 4.10. Termination and Return of Property
 - 4.10.1. Upon termination of board member service, any board member in possession of NAMI Northern Nevada property, including but not limited to laptops, computers, brochures, informational or educational binders, records, monies, supplies, etc., shall return such property within 14 days to either the NAMI Northern Nevada President or Vice President.
- 4.11. Indemnification
 - 4.11.1. Indemnification of Directors, Officers, Employees and Agents
 - 4.11.1.1. Each person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation in the manner and to the full extent that the corporation has power to indemnify such person under section 78.7502 of the Nevada Revised Statutes as now in effect or hereafter amended; provided, however, that the corporation shall not so indemnify such person, or purchase or maintain indemnity insurance for the benefit of such person, in the event such indemnification or expenditure would either (i) then constitute an act of "self-dealing" or a "taxable expenditure," as defined by Sections 4941 (d)(1) and 4945 (d), respectively, of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code, as amended), or (ii) violate the provisions of any other section of the Revised Statutes of Missouri as then in effect.
- 4.12. Meeting by Mail or Phone
 - 4.12.1. Except when prohibited by Nevada law, when a decision of the Board of Directors is needed between meetings, and meeting in-person would be infeasible or unreasonably delay the decision, the President or his designee may conduct the or phone conference call by a majority of the Board of Directors of NAMI Northern Nevada.

- 4.13. Vacancies in the Board of Directors
 - 4.13.1. Board Vacancies.
 - 4.13.1.1. In case of any vacancy of a regular Board Member, the Board of Directors may *temporarily* appoint a person to serve as a Board Member until the next Annual Meeting, at which time the membership shall elect that person or another person to fill the unexpired term of the departed board member.
- 4.14. Appointment of NAMI Member to Board
 - 4.14.1. The NAMI-Northern Nevada Board of Directors will appoint a NAMI member to serve on the NAMI Nevada Board of Directors. The initial term of appointment will be three (3) years. The appointee will stand for re-election at the end of the initial term and may be re-elected to two (2) additional three (3) year terms. The appointee may be a member of the NAMI Northern Nevada Board of Directors, but cannot be the President. The appointee must be a NAMI member in good standing.

ARTICLE 6 - OFFICERS

- 1. Composition
 - 1.1. The Officers of NAMI Northern Nevada shall be elected by the Board of Directors.
 - 1.2. The Officers shall consist of a President, Vice President, Secretary, Past President and Treasurer.
 - 1.3. By majority vote, the Board of Directors may appoint additional officers as they may from time to time require.
- 2. Term of Office
 - 2.1. Term and Limitations.
 - 2.1.1. A complete term for an officer shall be defined as two (2) years, with no more than two consecutive terms in the same office (four years maximum).
 - 2.2. Commencement of Term.
 - 2.2.1. The term of office shall begin at the close of the meeting at which the officer was elected.
- 3. Office Duties
 - 3.1. The President shall:
 - 3.1.1. Preside at all Board of Director's meetings of NAMI Northern Nevada and be an ex officio member of all committees except the Nominating Committee.
 - 3.1.2. The President shall exercise such authority and perform such duties as the Board of Directors may assign. In the absence of an Executive Director, the President shall be the chief executive officer and shall have general supervision of the affairs of the corporation under the direction of the BOD and the Executive Committee.

- 3.1.3. Appoint, with the approval of the Board, any standing or special Committee Chairman, with the exception of the Nominating Committee, as necessary to further the work of NAMI Northern Nevada.
- 3.1.4. Fill vacancies occurring in the offices of Vice President, Secretary, or Treasurer or on the Nominating Committee, except for its Chairman, with the approval of the Board of Directors until the next Annual Meeting at which time a replacement, will be elected.
- 3.1.5. Prepare an Annual Report of NAMI Northern Nevada and preside at the Annual Membership Meeting. Forward a copy of the Annual Report to NAMI Nevada
- 3.2. The Vice President shall:
 - 3.2.1. Serve as chairman of meetings in the event the President is absent or unable to serve.
 - 3.2.2. Should the President of the Board resign, be removed from office, become incapacitated or be unable to fulfill his/her duties that authority will fall to the Vice-President who shall become the Acting President.
 - 3.2.2.1. Duty as Acting President
 - 3.2.2.1.1. Upon assuming the role of Acting President the Acting President shall call a Special Meeting of the Board of Directors. The Board of Directors will determine if the Acting President should remain in the role as Acting President, in a situation where the Board President's incapacity is temporary, or if the position of Board President should be filled for the remainder of the term.
 - 3.2.3. Assume such other duties as may be delegated by the President.
- 3.3. The Secretary shall:
 - 3.3.1. Identify those present, record all votes taken, and keep minutes of all meetings.
 - 3.3.2. The Secretary will submit meeting minutes within fourteen (14) days of each meeting for distribution, Board approval at the next or subsequent board meeting, and to be filed as permanent record.
 - 3.3.3. Present a summary of the Annual Meeting to the Members; and submit the full minutes of the Annual Meeting to the Board of Directors within 14 days of the meeting; minutes shall then be conveyed to the general membership within 14 days following Board approval.
 - 3.3.4. Serve as corresponding secretary.
 - 3.3.5. Assume such other duties as may be delegated by the President.
- 3.4. The Treasurer shall:
 - 3.4.1. Receive dues from members; keep a record of paid dues; receive funds in support of the Affiliate; keep an accurate account of all receipts and disbursements; produce a monthly financial statement, and report annually and at each regular meeting of the Directors.
 - 3.4.2. Coordinate activities with the Membership Committee.

- 3.4.3. Have the accounts of NAMI Northern Nevada audited or compiled annually by an accountant outside the Affiliate.
- 3.4.4. The treasurer shall submit the budget to the board of directors for approval.
- 3.4.5. The budget must be approved by the Board of Directors before it becomes the approved budget for the year submitted.
- 3.4.6. Be bonded within thirty (30) days after assuming office when deemed necessary.
- 3.5. The Past President shall:
 - 3.5.1. Give advice and counsel to the Executive Committee and perform other duties as requested by the President. This position will have the same voting powers as any other officer position. (The Past President is the President who served prior to the current incumbent President).

ARTICLE 7 - COMMITTEES

1. THE EXECUTIVE COMMITTEE

1.1. Members.

- 1.1.1. The members of the Executive Committee shall be the officers of NAMI Northern Nevada. The Immediate Past President will also be a member of the Executive Committee

1.2. Powers.

- 1.2.1. The Executive Committee shall exercise all of the powers of the Board of Directors between meetings of the Board. It shall meet at the call of the President or of two other officers. All proceedings of the Executive Committee shall be reported in writing to the Board for approval at its next meeting.

2. Standing Committees

- 2.1. The President shall appoint all standing committees with approval of the Board of Directors.

- 2.2. Their Chairperson shall serve for the full term of the Executive Officer who appointed them.

- 2.3. Committees may have members who are not members of the Board of Directors.

- 2.4. Chairperson shall submit a written report to the Board as requested.

2.5. Bylaws and Resolution Committee

- 2.5.1. This committee shall consist of a Chairman and at least one (1) other Board Member

- 2.5.2. This committee will develop and update the NAMI Northern Nevada Bylaws

- 2.5.3. This committee will receive resolutions prior to the Annual Meeting according to Article 5, section 2.5 *et. sequitor*.

2.6. Membership Committee

- 2.6.1. This committee shall consist of a Chairman and at least two (2) other Members. This Committee will be responsible for assigning a person to

process membership and notifying members of dues obligations, and for recruiting new members.

2.7. Advocacy Committee

2.7.1. This committee shall consist of a Chairman at least two (2) other members.

2.7.2. This committee shall endeavor to keep abreast of governmental, legislative, and regulatory activity that affects persons with mental illnesses.

2.7.3. This committee shall work in conjunction with the Boards of NAMI and NAMI Nevada to project a unified and consistent advocacy agenda.

2.7.4. This committee shall encourage representation of NAMI Northern Nevada before appropriate forums, and inform and educate members of NAMI Northern Nevada on the implications of legislation and regulation being proposed or implemented by governmental authorities.

2.8. Program and Education Committee

2.8.1. This committee shall consist of a Chairman and at least two (2) more members. This committee will plan, coordinate, and implement all educational and support programs of NAMI Northern Nevada. The committee will coordinate the creation of the Annual Program and Education Plan, in conjunction with the Treasurer for budget purposes, and shall present it at the Annual Meeting.

Article 8 - EXECUTIVE DIRECTOR

1. The Board of Directors, may, but are not obligated to, appoint an Executive Director.

1.1. An Executive Director shall be an “at will” employee and may be employed by the Board of Directors and shall have general direction of and supervision over the day-to-day affairs of NAMI Northern Nevada. The Executive Director shall provide Affiliate leadership and exercise such authority and perform such duties as the President, speaking for the Board of Directors, may assign from time to time to the Executive Director.

2. Removal.

2.1. The President may place the Executive Director on leave immediately, and the Executive Director may be removed by a majority vote of the Executive Committee.

ARTICLE 9 - NONDISCRIMINATION

1. NAMI Northern Nevada shall not discriminate against any person or group of persons on the basis of race, color, ethnicity, culture, language, national origin, age, disability (physical or mental), gender, sexual orientation, gender expression, education, religion, faith, socio-economic status or lived experience.

Article 10 - ADOPTION, REVISION AND AMENDMENT OF BYLAWS

1. Adoption
 - 1.1. The Bylaws of NAMI Northern Nevada shall be adopted by a majority vote of the Board of Directors and affirmed by the general membership at a special meeting called by the president or at the next annual meeting.
 - 1.2. All Bylaw amendments shall be submitted for a vote by the membership of NAMI Northern Nevada and shall take effect immediately after being approved by a majority of members voting.
 - 1.2.1. Amendments to bylaws may be submitted to a vote of the general membership by a special meeting of the membership.
2. Revision or Amendment
 - 2.1. Any voting member may propose revision or amendments. Any such proposed revision or amendment shall be submitted in writing to the Bylaws Committee not less than sixty (60) days prior to the date of the next Annual Meeting or special meeting. Each member shall be given all proposed revisions or amendments to these Bylaws in writing with the written notice of the next Annual Meeting or special meeting.
 - 2.2. A simple majority vote of qualified Members voting shall be required to revise or amend the Bylaws,

Article 11 - NOT FOR PROFIT CORPORATION

1. Wherever not otherwise provided in the Bylaws, the internal affairs of NAMI Northern Nevada shall be governed by the not-for-profit corporation laws of Chapter 82 of the Nevada Revised Statutes (NRS).
2. A current edition of Robert's Rules of Order shall govern the conduct of business and meetings in all applicable cases that are not in conflict with these Bylaws.

Article 12 - INDEPENDENCE

1. Independence
 - 1.1. NAMI Northern Nevada shall be independent of other agencies and advocacy groups not affiliated with NAMI and NAMI Nevada, and shall not share its Bylaws, Articles of Incorporation, or Board of Directors with other groups.

Article 13 - USE OF NAMI NAME

1. NAMI Northern Nevada acknowledges that NAMI controls the use of the name, acronym, and logo of NAMI and that use shall be in accordance with NAMI policy and that upon termination of affiliation with NAMI, the uses of these names, acronyms, and logo by NAMI Northern Nevada shall cease.
2. Should such termination occur, within 30 days NAMI Northern Nevada will change its name to reflect that it is no longer affiliated with or connected to NAMI.

Article 14 - DISSOLUTION

1. In the event NAMI Northern Nevada should be dissolved, distribution of its assets shall be made to NAMI Nevada for furtherance of its education, and advocacy objectives.

Article 15 - CONFLICTS OF INTEREST

1. NAMI Northern Nevada shall have in place a policy that prohibits conflicts of interest, to which each Board member shall subscribe in writing, renewing this pledge annually.