BYLAWS of
NAMI TEXAS, INC
A NON-PROFIT CORPORATION
ORGANIZED UNDER THE LAWS OF
TEXAS

ARTICLE I
Organization

Section 1. Name

The name of the organization is NAMI Texas, Inc., hereinafter referred to as NAMI Texas, which is the nonprofit state organization chartered by NAMI.

Section 2. Location

The principal office of NAMI Texas shall be located in the City of Austin, County of Travis, and State of Texas.

Section 3. Purpose

The purposes for which NAMI Texas is organized are exclusively charitable and educational within the meaning of Section 501(c) 3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Section 4: Mission

NAMI TEXAS is dedicated to improving the quality of life of all individuals living with mental illness and their families.

Section 5. Vision

The vision of NAMI Texas is to ensure acceptance of and treatment for all those with mental illness to facilitate recovery.

While retaining our grassroots values, NAMI Texas will:

• become the most effective provider of support and educational opportunities reaching all persons in the state;
• dramatically grow the membership;
• eliminate the stigma of mental illness; and
• lead the way with successful advocacy efforts.
ARTICLE II

Membership

Section 1. There shall be 2 categories of members described as follows:

A. **Member** - A member is any person who accepts the mission of NAMI and NAMI Texas and pays dues in accordance with NAMI policies. A member as defined above and used henceforth shall always mean a member in good standing with his/her affiliate and with NAMI Texas by the record date for NAMI and NAMI Texas.

Members may become members through an "Open Door" policy that allows for a reduced standard dues payment. "Open Door" members are defined by income or economic necessity, at the discretion of the Affiliate member or NAMI Texas. "Open Door" members shall have all the rights and privileges of members who pay full dues.

B. **Affiliate** - An affiliate shall be constituted with members in good standing in accordance/compliance with NAMI's bylaws and/or procedures. This group shall be granted affiliate status by NAMI upon endorsement by the Board of Directors of NAMI Texas.

1) Affiliates shall support the mission of NAMI and NAMI Texas, and forward standard annual member dues to NAMI and NAMI Texas.

2) NAMI Texas supports Affiliates in the state that operate using one of the two following models/structures as outlined in the NAMI Texas Board Policies and Procedures:
   - Model A Affiliates are independently incorporated with their own tax designation.
   - Model B Affiliates are unincorporated and operate under the structure of NAMI Texas.

3) Failure of an affiliate to adhere to the NAMI bylaws and/or procedures including the Standards of Excellence requirements for affiliation may, upon recommendation by the NAMI Texas Board, result in termination of affiliate status.

Section 2. Supporters

NAMI Texas and its Affiliates may recognize, for their contributions, individuals, associations, and corporations that support the mission of NAMI.

Section 3. Voting Rights

A. Any member as defined in Article II section 1A shall become a voting member if dues are received by NAMI and NAMI Texas by the record dates for NAMI and NAMI Texas.

B. A member may support and work within several Affiliates, but shall establish official membership in only one (1) Affiliate for NAMI and NAMI Texas.

C. Members shall nominate and elect members of the Board of Directors of NAMI Texas.

D. Members shall adopt and amend the Bylaws of NAMI Texas as established by the methods and formulae described in Article XVII, Section 1 of the NAMI Texas Bylaws.

Section 4. Good Standing

For purposes of determining a member's right to vote, a member in "good standing" shall be defined as one in which the annual standard dues of the member have been received by NAMI and NAMI Texas by the record dates for NAMI and NAMI Texas.
Section 5. Affiliate Membership Dues
Any affiliate as defined in Article II shall establish/retain affiliation upon receipt of the standard dues of its members and endorsement by NAMI and NAMI Texas, as outlined in the NAMI and NAMI Texas bylaws and Policies and Procedures.

Section 6. Name
The incorporated name of each NAMI Texas Affiliate shall begin with "NAMI" followed by a geographically descriptive term such as city, county or region.

Section 7. Use of NAMI and Logo
NAMI Texas acknowledges that NAMI controls the use of the name, acronym, and logo of NAMI, and intellectual properties, and electronic properties, and that use of the logo and name by NAMI Texas shall be in accordance with NAMI policy. Upon termination of affiliation through NAMI the use of these names, acronyms, materials and logo of NAMI Texas shall cease.

ARTICLE III
Membership Meetings and Elections

Section 1. Annual Meetings
The annual business meeting of the membership shall be held during September, October or November of each year unless otherwise directed by the Board of Directors. The purpose of this meeting may include the election of Board members, and the adoption of any amendments to or revision of the Bylaws. Written notice of this meeting shall be mailed, or sent by electronic communication, to each Affiliate and each member not less than thirty (30) days or more than sixty (60) days prior to the meeting. All membership business meetings shall be open meetings.

Section 2. Special Meetings
A. Special meetings may be called by the President, or by meeting any one (1) of the following three (3) requirements:

1) A written request signed by at least one-half of the Board of Directors.
2) A written request signed by Presidents of the Affiliates whose combined membership totals at least thirty five percent (35%) of the members who were members as of the last Record Date.
3) A written request signed by the Presidents of thirty percent (30%) of the Affiliates as of the record date.

B. No business shall be transacted at special meetings except as stated in the notice of the meeting. Written notices of special meetings shall be mailed, or sent by electronic communication, not more than sixty (60) days, and not less than thirty (30) days prior to the meeting.

Section 3. Record Date
The record date for determining members who are eligible to receive notice of the annual or special meeting of the membership, to vote, and to otherwise take action, shall be sixty (60) days prior to the annual or special meeting unless the Board of Directors adopts by resolution
an alternate record date. Such record date shall be not less than thirty (30) days or more than sixty (60) days prior to the annual or special meeting of the membership.

Section 4. Quorum
A quorum shall be established if two (2) conditions are met:
A. Seventy-five (75) members as of the record date are in attendance at the meeting.
B. Ten percent (10%) of the mailed, electronic, or on-site ballots are cast by members of at least twenty percent (20%) of NAMI Texas Affiliates, according to procedures developed by the Board of Directors.

Section 5. Elections Other Than at Annual or Special Meetings
From time to time the Board of Directors may convene an annual election without a co-occurring annual or special meeting.
• For such elections, the record date for determining members who are eligible to receive ballots and to vote shall be sixty (60) days prior to the election.
• The quorum for such elections shall be ten percent (10%) of the mailed or electronic ballots cast by members of at least twenty percent (20%) of NAMI Texas Affiliates, according to procedures developed by the Board of Directors.

Section 6. Voting Process
A. Votes cast by NAMI Texas members in good standing as of the record date shall be by official secret ballot in person or by mailed or electronic ballot provided by NAMI Texas according to procedures adopted by the Board of Directors.
B. Qualified votes are cast by a member in good standing, who either is present at the meeting or has returned a mailed or electronic ballot in the time specified.
C. Cumulative voting shall not be permitted. Ballots expire at the end of the election for which they were issued.
D. A majority of the votes cast by members shall, except where otherwise required by law, by the Articles of Incorporation, or by these Bylaws, decide any issue brought before any regular or special meeting or election or by mailed or electronic ballot.

ARTICLE IV
Board of Directors

Section 1. Composition
The Board of Directors shall consist of fifteen (15) directors in number elected by the membership. Nine (9) of the fifteen (15) directors will be elected to represent the nine (9) regions of the state and six (6) will be elected at large.

Section 2. Qualifications
The Board of Directors shall be NAMI Texas members in good standing, residents of Texas and be willing to serve/fulfill their duties and elected term/s, and consist of, at least a majority of the 15-person voting membership of the board who have or have had mental illness, or parents or other relatives thereof. Board members should have an understanding of and appreciation for the issues relating to mental illnesses and the family perspective.
Section 3. Nominations

A. Nominations for all directors shall be made by the members through Affiliates, according to procedures developed by the Board of Directors. No Affiliate may nominate more than one individual for a director per election. Nominations and resumes shall be in writing and forwarded to the office of the President of the Organization and the Nominating Committee not less than ninety (90) days prior to the commencement of the next annual election. The office of the president shall publish the name, nominator, and resume of each individual so nominated.

B. Diversity: NAMI Texas recognizes that diversity is strength. To help in the governance of NAMI Texas, the Nominating Committee will actively seek nominations from qualified candidates:

- From those affected by mental illness;
- From under represented groups in NAMI Texas including people of varying races, disabilities, ethnicities, creeds, sex and religions;
- Who represent different geographical and political communities; and
- Who are of varying ages.

C. The Nominating Committee shall prepare a slate of nominees for the Board of Directors. This slate may include nominees in excess of the vacant positions.

Section 4. Terms of Office

A. Directors may serve no more than two consecutive full terms.

B. At each annual meeting, the membership shall elect five (5) directors: three (3) directors representing three (3) of the nine (9) regions according to procedures developed by the Board of Directors, and two (2) directors at large for a term of three (3) years or until the respective successor shall have been duly elected and qualified to succeed a director whose term will expire at the end of such meeting.

C. The terms of any Officer or Director shall be extended, if necessary, until his or her successor is duly elected.

D. No immediate family members may serve as voting directors on the Board of Directors at the same time. No NAMI Texas employee or employee's immediate family member shall serve on the NAMI Texas Board of Directors as a voting member. All shall be defined in the NAMI Texas Policies and Procedures.

Section 5. Start of Term

New Board directors will assume office after notification of the results of the election. At the first meeting of the Board of Directors after the election (not more than 45 days from said election), the board will elect the officers from among the directors for a term of one year. Officers are eligible for reelection.

Section 6. Ex-officio Directors.

At any annual or other meeting of the Board of Directors, the Directors may elect one or more ex-officio members of the Board of Directors. Any such ex-officio Director is entitled to notice of and to attend meetings of the Board of Directors but is not entitled to vote unless otherwise provided by the Articles of Incorporation or these Bylaws. The Board of Directors will designate the term of office of each ex-officio Director. An ex-officio Director who is not entitled to vote does not have the duties or liabilities of a Director as provided in these Bylaws or in the Act or other law.
Section 7. Vacancies
In the case of any vacancy of one or more of the regular members of the Board of Directors, the Board of Directors shall elect the person or persons who shall fill the vacancy or vacancies for the remaining unexpired term or terms.

Section 8. Removal of a Director
A. Any Director who has two (2) absences from scheduled Board of Directors meetings within a twelve (12) month period and who has not notified and been excused by the President prior to the meeting shall be removed from office.
B. Whenever in its judgment the best interests of NAMI Texas and its local Affiliates will be served thereby, any Director may be removed from office by the vote of not less than 2/3 of the total membership of the Board of Directors (Texas Business Organizations Code, Title 2, Chapter 22, Sec 22.211 - Removal of Director)

ARTICLE V
NAMI Texas Peer Leadership Council

Section 1. NAMI National Peer Leadership Council Representative
In each odd-numbered year, a peer member shall be elected at the Annual Meeting to serve a two-year term as the Texas representative to the NAMI National Peer Leadership Council. The specific responsibilities of the National Peer Leadership Council Representative (NPLCR) shall be outlined in the operating procedures of the Peer Leadership Council. Nominations for this position shall be according to procedures developed by the Board of Directors.

Section 2. NAMI State Peer Leadership Council Representative
In each even-numbered year, a peer member shall be elected at the Annual Meeting to serve a two-year term as the NAMI Texas Peer Leadership Council Representative to the Board of Directors. The specific responsibilities of the State Peer Leadership Council Representative (SPLCR) shall be outlined in the operating procedures of the Peer Leadership Council. Nominations for this position shall be according to procedures developed by the Board of Directors.

Section 3. NAMI Texas Peer Leadership Council
The NAMI Texas Peer Leadership Council (NAMITXPLC) shall consist of a voting delegate and non-voting alternate from each NAMI Texas affiliate who will be elected or appointed according to procedures outlined by the affiliate. The NAMITXPLC six-person executive committee will include the Chair, Vice-Chair, and two at-large members along with the NPLCR and SPLCR. The responsibility of the council will be to cultivate peer leadership, encourage participation in NAMI peer education, support, and advocacy programs and initiatives, and to promote diversity and equal representation of all peers that reside in Texas. The NAMI Texas Peer Leadership Council will serve as a committee under the Board of Directors.

Section 4. Vacancies
In the case of any vacancy of either the NPLCR or SPLCR, the Executive Committee of the NAMITXPLC shall appoint the peer or peers who shall fill the vacancy or vacancies for the remaining unexpired term or terms, subject to the approval of the Board of Directors.
ARTICLE VI
Directors’ Meetings

Section 1. Regular meetings
The Board of Directors shall meet at least twice a year at such time and place as the Board of Directors selects. Written notice shall be mailed, or sent by electronic communication, to each member of the Board of Directors and each Affiliate not less than thirty (30) days prior to the meeting. Meetings of the directors or committees may be held by teleconferencing, provided that all the members participating can hear and speak to each other simultaneously.

Section 2. Special Meetings
Special meetings may be called by the President or by written request of at least five (5) Directors. Written notice shall be mailed, or sent by electronic communication, to each member of the Board of Directors and each Affiliate not less than thirty (30) days prior to the meeting. The time, place, and purpose of the meeting shall be stated in the notice.

Section 3. Meeting Agenda
A published agenda shall be the order of business for all Board of Directors meetings.

Section 4. Quorum
The larger of a simple majority of the voting members of the Board of Directors, or at least five (5), shall constitute a quorum for the purpose of conducting the business of the organization; 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, 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. Governing Powers
The Board of Directors' highest duty is to preserve and perpetuate NAMI Texas. The Board shall have the power and duty to establish policy, adopt budgets, and other powers and duties necessary or appropriate for the administrative affairs of NAMI Texas. The Directors may perform all such acts as are not designated to be done by the entire membership, or prohibited by law, the Articles of Incorporation, or the Bylaws. The Board of Directors has the authority to hire or dismiss the Executive Director, and is responsible to oversee, monitor and evaluate the Executive Director.

Section 6. Responsibilities/Duties
A. In addition to the responsibilities vested in them by these Bylaws, the directors shall be vested with the responsibility to execute the corporate purposes as stated in the Statement of Purpose contained in the Articles of Incorporation and the expressed consensus of the members. It shall be the continuing responsibility of the Board of Directors to evaluate the overall function of the organization to ensure that the purposes are being adequately served.

B. All board members are expected to be supporters of the organization - to attend and participate in meetings, to contribute financially to the extent possible, and to make investments of their time and their talents.

C. The Board of Directors shall have the final authority to resolve the interpretation of any conflicts or ambiguities in the Bylaws. The Bylaws Committee shall render an opinion for
ARTICLE VII
Officers/Employees/Agents

Section 1. Designation
The officers of NAMI Texas shall be President, Vice President, Secretary, and Treasurer. Officers may hold only one office at a time. Members of the Board of Directors shall elect the officers from among the directors and they shall take office at the conclusion of the meeting in which they are elected. The term of any officer may be extended if necessary, until his/her successor is duly elected.

Section 2. Duties of Officers

A. President: The President shall have the authority for the general supervision of the affairs of NAMI Texas under the direction of the Board of Directors. The President shall appoint all standing committees (see Article VII, Section 2) and shall be an ex-officio member of all committees except the Nominating Committee and the Audit Committee, and shall exercise general oversight over the work of all committees and that of the other officers in order to assure that the objectives of NAMI Texas are executed in the best possible manner. The President shall authenticate by her/his signature, when necessary, all actions, orders, and proceedings of NAMI Texas. The President shall have such powers and perform such other duties as prescribed by these Bylaws and the Articles of Incorporation, and shall have any other powers and duties usually vested in the office of a President of a corporation. The President is authorized to appoint a parliamentarian. The President shall preside at all meetings of NAMI Texas membership and the NAMI Texas Board of Directors.

B. Vice President: The Vice President shall succeed in the presidency in case of a vacancy in that office and shall perform the duties of the President in the President's absence or disability. The Vice President shall aid the President in the performance of such duties as may be assigned by the President.

C. Secretary: The Secretary shall keep an accurate record of the proceedings and business transactions at all meetings of the NAMI Texas membership, of the NAMI Texas Board of Directors, and Executive Committee meetings. The Secretary shall mail or submit to each Director, within thirty (30) days, a draft of the minutes of each meeting. Minutes shall be corrected and accepted at the next meeting, with the final copy distributed to the Affiliates and to NAMI National. The Secretary or designee shall be custodian of all of the records of NAMI Texas except those that may be necessary to the President and Treasurer in the conduct of their office. The Secretary is responsible for organizing/managing information on the NAMI Texas electronic portals, including creating folders for committees. All records required to be maintained by NAMI Texas Bylaws, Policies & Procedures, or statute shall be held in the NAMI Texas office. The Secretary or designee will send out notices of meetings and otherwise perform the duties and functions customarily performed by the secretary of a corporation.

D. Treasurer: The Treasurer shall have the responsibility for all monies, securities and other valuable properties of NAMI Texas. He/she shall ensure that a full and accurate account of
receipts and disbursements of NAMI Texas is kept in records belonging to NAMI Texas. The Treasurer shall cause all monies and other valuable effects to be deposited in the name and to the credit of NAMI Texas in such accounts and in such depositories as may be designated by the Board of Directors. The Treasurer shall render to the President and the Board of Directors a written detailed account of the Treasurer's transactions and of the financial transactions, whenever required by the President, the Finance Committee, or a majority of the Board of Directors. The Treasurer shall further perform such other duties as the President or Board of Directors direct, and such other duties as usually pertain to the office of treasurer.

**Section 3. Executive Director**

An Executive Director may be employed by and will be under the direction of the Board of Directors of NAMI Texas. The Executive Director reports to the President of NAMI Texas, as well as to the full Board of Directors and shall have general direction of and supervision over the day-to-day affairs of the corporation. The Executive Director shall exercise such authority and perform such duties as the Board of Directors may from time to time assign to the Executive Director. The Executive Director has no voting rights on the Board of Directors.

**ARTICLE VIII**

**Committees**

**Section 1. Executive Committee**

A. The Executive Committee shall consist of the four (4) elected officers of NAMI Texas and two additional NAMI Texas Directors who have expressed interest in seeking officer positions in the foreseeable future. The manner of selection of, and qualifications for, these two additional at-large Executive Committee members shall be determined by the Board as set out in its Policies and Procedures Manual. Simple majority of members shall constitute a quorum.

B. The Executive Committee, by simple majority of members present, shall:

- Transact all business referred to it by the Board of Directors provided the action of the committee shall not conflict with that of the Board.
- Act in emergencies between meetings of the Board of Directors.
- Take recommendations to the Board of Directors on matters of administration and policy.
- Make a full written report of each meeting of the Executive Committee for submission to the Board of Directors for their approval.
- Have full responsibility for preparing a program for leadership training.
- Approve for Board consideration a proposed budget developed by the Executive Director.

C. The Board of Directors by vote shall ratify the actions of the Executive Committee.

**Section 2. Standing, Special, and Study Committees**

The Board of Directors shall provide for the creation of an Audit Committee, a Finance/Development Committee, a Bylaws/Governance Committee, a Nominating Committee, and other suitable standing committees and special Ad Hoc committees as needed.
The President, prior to approval by the Board of Directors, may form study committees. The Board of Directors shall also provide for the establishment of a state Peer Leadership Council.

The President shall make all appointments to committees, except for the Peer Leadership Council, subject to the approval of the Board of Directors. The Board of Directors will develop procedures for all committees, except the Peer Leadership Council. Procedures for the Peer Leadership Council will be developed by the Peer Leadership Council, subject to the approval of the Board of Directors.

**Section 3. Audit Committee**

The President shall appoint an Audit Committee of three (3) NAMI Texas members, at least one of who shall be a Director. The committee is responsible for the naming of an independent CPA (Certified Public Accountant) auditor who will audit the corporation books and prepare the report for presentation to the Audit Committee, then to the Board of Directors. The Audit should be completed within 180 days following the fiscal year end.

**Section 4: Nominating Committee**

A nominating committee will be composed of at least three members appointed by the Board according to procedures adopted by the NAMI Texas Board of Directors. At least one current member of the Board of Directors shall serve on the Nominating Committee.

**Section 5. Tenure of Committees**

All committee members shall serve until their successors are appointed. Ad Hoc Committees shall be appointed by the President with approval of the Board of Directors, as the need arises, to carry out a specified task, at the completion of which it automatically ceases to exist. The President, with approval of the Board of Directors, shall appoint members.

**ARTICLE IX**

**FINANCIAL**

**Section 1. Fiscal**

A. The Executive Director shall prepare an annual operating budget draft for review by the Executive Committee. Upon review, the proposed budget shall be submitted to the Board of Directors for approval prior to or at the first meeting of the Board held in the budget year.

B. NAMI Texas shall publish an annual report of activities to include prior year fiscal information and programmatic results. (Texas Business Organizations Code, Title 2, Chapter 22, Sec 22.352 - Financial Records and Annual Reports)

**Section 2. Contracts**

The Board of Directors may authorize any two (2) Officers or agents of NAMI Texas, in addition to the Officers so authorized by these Bylaws, to enter into any contact or execute and deliver any instrument in the name of and on behalf of NAMI Texas; and such authority may be general or confined to specific instances.

**Section 3. Checks**

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NAMI Texas shall be signed by such Officer or Officers, agent or agents of NAMI Texas, and in such manner as shall from time to time be determined.
Section 4. Deposits
All funds of NAMI Texas shall be timely deposited to the credit of NAMI Texas in such bank, trust companies, or other depositories as the Board of Directors may select.

Section 5. Contributions
The Board of Directors may accept on behalf of NAMI Texas any contribution, gift, bequest, or devise for the general purpose or for any special purpose of NAMI Texas, according to procedures outlined in the Policies and Procedures. Any contribution, gift, bequest, or donation shall be placed in NAMI Texas General Funds, unless otherwise stipulated, and shall be dispersed by NAMI Texas through normal budget authorizations.

ARTICLE X
Loans to Directors and Officers
NAMI Texas shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the Texas Attorney General; except, however, that NAMI Texas may advance money or property to a director or officer of NAMI Texas for activities or expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or Officer would be entitled to reimbursement for such expenses of NAMI Texas. (Texas Business Organizations Code, Chapter 22, Sec. 22.25)

ARTICLE XI
Books and Records
NAMI Texas shall keep correct and complete books and records of accounts, as prescribed in the Policies and Procedures, and shall keep minutes of proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. Any member, with proper written notice, may inspect the books and records in the NAMI Texas office during an agreed upon time within normal business hours, subject to maintaining confidentiality of consumer names and contributor names.

ARTICLE XII
Fiscal Year
The fiscal year of NAMI Texas shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XIII
Seal
NAMI Texas shall not have a corporate seal.
ARTICLE XIV
Non-Discrimination
Neither NAMI Texas nor its Board of Directors nor any Member Affiliate shall discriminate against any person or group of persons on the basis of race, disability, ethnicity, creed, sex, religion, or age in requirements for membership, its policies or actions.

ARTICLE XV
Waiver of Notice
Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code Title 2, Chapter 22, Sec 22.217 -Notice of Meeting; Waiver of Notice, or under the provisions of NAMI Texas Articles of Incorporation or bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI
Parliamentary Authority
Parliamentary authority shall be the current edition of Robert's Rules of Order - Newly Revised, so long as they do not conflict with existing Bylaws.

ARTICLE XVII
Amendments/Revisions
Section 1. Revision or Amendments to Bylaws
Any NAMI Texas Member may propose revisions or amendments. Any such proposed revisions or amendments shall be submitted in writing to the Bylaws Committee and the President not less than one-hundred and twenty (120) days prior to the date of the next annual or special election or meeting of the membership. All proposed revisions or amendments shall be reviewed and commented upon by the NAMI Texas Board of Directors and then communicated to each Affiliate not less than thirty (30) days prior to the next election or meeting that a vote shall be taken. The proposed revisions or amendments, along with comments by the Board of Directors, shall also be communicated to each member either personally by mail, facsimile or electronic transmission, E-mail, or made available on the NAMI Texas website, not less than ten (10) or more than thirty (30) days prior to the same meeting. A two thirds (2/3) majority of the members casting votes (Article II, Section 4, and Article III, Section 4) at an annual or special meeting or election shall be required to revise or amend the Bylaws. Amendments to the NAMI Texas Bylaws shall become effective immediately after the meeting or election in which such amendments are approved.

Section 2. Amendments to the Articles of Incorporation
Amendments to the Articles of Incorporation may be recommended to the members by a resolution of the Board of Directors. A vote of two thirds (2/3) of the members casting votes at an annual or special meeting shall be required to amend the Articles of Incorporation (according to procedures outlined in the Texas Business Organizations Code.
ARTICLE XVIII
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 Texas and Affiliates/proposed Affiliates.

Section 1. Procedure for dispute resolution relative to the By-laws between Model A Affiliates/proposed Affiliates, as outlined in Article II.

A. The Board of Directors shall mediate resolution of disputes relative to the Bylaws, which cannot be successfully resolved by the principals. The Board of Directors of the Affiliate(s)/proposed Affiliate(s), which are party to the dispute, shall notify the President of NAMI Texas, in writing, about the existence of the dispute. The names of persons authorized to act on behalf of the disputants will be included in the notification. The NAMI Texas President shall investigate the dispute and work with the parties to mediate a resolution.

B. In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the NAMI Texas President of written notice from the Board of Directors of any member Affiliate or organizers of a proposed Affiliate, of the existence of the dispute or by agreement sooner, the dispute, together with the names of persons authorized to act on behalf of the Affiliate/proposed Affiliate, shall be referred by the NAMI Texas Board of Directors to the NAMI Board of Directors for final and binding resolution.

Section 2. Procedure for dispute resolution between NAMI Texas and Model A Affiliates/proposed Affiliates, as outlined in Article II.

A. The NAMI Texas President shall receive written notice from the Board of Directors of the Affiliate(s)/proposed Affiliate(s) which are party to the dispute, notifying the NAMI Texas President of the existence of the dispute. The NAMI Texas President shall investigate the dispute and work with the parties to mediate a resolution.

B. In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the NAMI Texas President of written notice of the existence of the dispute, or by agreement sooner, the dispute, together with the names of the persons authorized to act on behalf of the disputants, shall be referred to the NAMI Board of Directors for final and binding resolution.

Section 3. Model B Affiliates, as outlined in Article II, shall have disputes handled through processes described in the NAMI Texas Board Policies and Procedures.

ARTICLE XIX
Indemnification

No Director of NAMI Texas shall be liable to NAMI Texas or its members for damages for an act or omission in a director's capacity as director, except to the extent otherwise provided by a statute of the State of Texas. NAMI Texas shall indemnify persons for whom indemnification is permitted by the Texas Business Organization Code, Chapter 22, Section 8.151 and the Texas Civil Practices Code.
Chapter 84. The Board of Directors shall have the power to define the requirements and limitations for NAMI Texas to indemnify directors, officers, employees, and volunteers of NAMI Texas, as required by NAMI.

**ARTICLE XX**

Dissolution

Upon the dissolution of NAMI Texas, its governing body shall, after paying or making provisions for the payment of all of the liabilities of the organization, distribute its assets to one or more other non-profit corporations that are described in Section 501 (c) (3) of the Internal Revenue Code and share the same or similar purposes, according to the procedures outlined in the Texas Business Organization Code, Chapter 22, Subchapter G.

**ARTICLE XXI**

Whenever not otherwise provided in the Bylaws, the internal affairs of the corporation shall be governed by the procedures established in the Texas Business Organizations Code of the State of Texas.

These are the current Bylaws approved by two-thirds vote of the members casting votes at an election by the NAMI Texas membership held by mail, online, or in person on November 7, 2020.

Linda Cantu, Secretary  
Andrew Horner, President