# TABLE OF CONTENTS

1. **Introduction** ........................................................................................................... 1  
   1.1 Scope; Place in Hierarchy of Rules and Procedures  
   1.2 Management; Revision  
   1.3 Distribution  

2. **Mission, Vision and Values** ....................................................................................... 2  
   2.1 Mission  
   2.2 Vision  
   2.3 Values: Diversity and Inclusion  
   2.4 Diversity, Inclusion and Nondiscrimination  

3. **NAMI Organization** ................................................................................................. 4  
   3.1 NAMI  
   3.2 Local Affiliates  
   3.3 Members  

4. **Dispute and Grievance Process** ............................................................................... 6  
   4.1 Procedure for dispute resolution relative to the By-laws between Affiliates/proposed Affiliates/Chapters of Affiliates  
   4.2 Procedure for dispute resolution between NAMI Texas and Affiliate/proposed Affiliates/Chapters of Affiliates  

5. **Guidelines for Implementation of Programs** .............................................................. 7  

6. **Nominations and Elections** ......................................................................................... 8  
   6.1 Annual Meeting  
   6.2 The Board of Directors  
      6.2.1 Terms of Office  
      6.2.2 Ex-Officio Directors  
      6.2.3 Vacancies  
      6.2.4 Removal of a Director  
   6.3 Nomination Procedures  
      6.3.1 Qualifications  
      6.3.2 Nominations  
   6.4 Elections  
      6.4.1 Voting Process  
      6.4.2 Election Process  
      6.4.3 Elections at Other Than Annual or Special Meetings  
   6.5 NAMI Texas Consumer Council  
      6.5.1 NAMI National Consumer Representative  
      6.5.2 NAMI State Consumer Representative  
      6.5.3 NAMI Texas Consumer Council  
      6.5.4 Vacancies  
      6.5.5 Nomination and Election Procedures
7. The Board of Directors

7.1 Officers of the Board of Directors
  7.1.1 Roles
7.2 Governing Powers
7.3 Responsibilities; Duties
7.4 Board Financial Contribution Responsibility
  7.4.1 Policy
7.5 Roles and Responsibilities of Regional Directors

8. Board Operational Committees

8.1 Executive Committee
8.2 Governance: Bylaws, Policies and Procedures
8.3 Financial/Development and Audit
  8.3.1 Finance/Development
  8.3.2 Audit
8.4 Nominating
8.5 NAMI Texas Consumer Council
8.6 Tenure of Committees
8.7 Committee Meetings
8.8 Guidelines for Requiring Board Approval of Committee Decisions

9. Board Operating Procedures

9.1 Board/Staff Relationships.
  9.1.1 Executive Director
  9.1.2 Staff
9.2 Board of Directors Meetings
  9.2.1 Call for Meetings
  9.2.2 Frequency of Meetings
  9.2.3 Special Meetings
  9.2.4 Travel and Lodging Arrangements
  9.2.5 Reimbursement Policy
  9.2.6 Notification of Attendance
  9.2.7 Board Agenda
  9.2.8 Actions, Motions, Reports
  9.2.9 Minutes
  9.2.10 Quorum
  9.2.11 Executive Session; Closed Meetings

10. NAMI Texas Record Retention Policy

10.1 General Policy Statement
10.2 Record Retention Guidelines
  10.2.1 General Corporate Records
  10.2.2 Accounting, Finance and Tax Records
  10.2.3 Personnel Records and Payment Documents
  10.2.4 Insurance
NAMI Texas Board Operating Policies and Procedures

10.2.5 Education

11. NAMI Texas Independent Audit Policy...............................................................28

12. Code of Ethics for NAMI Texas Board of Directors.........................................29
   12.1 Statement of Commitment
   12.2 Guiding Principles
   12.3 Board Member Standards
   12.4 Representing the Organization
   12.5 Interpretation
   12.6 Delegation and Penalties

13. NAMI Texas Conflict of Interest Policy............................................................32
   13.1 Purpose
   13.2 Definitions
       13.2.1 Interested Person
       13.2.2 Financial Interest
   13.3 Procedures
       13.3.1 Duty to Disclose
       13.3.2 Determining Whether a Conflict of Interest Exists
       13.3.3 Procedures for Addressing the Conflict of Interest
       13.3.4 Violations of the Conflict of Interest Policy
       13.3.5 Records of Proceedings
       13.3.6 Annual Statements
       13.3.7 Periodic Reviews
       13.3.8 Use of Outside Experts
   13.4 NAMI Texas Board of Directors Conflict-of-Interest Disclosure Statement

14. NAMI Texas Whistleblower Policy.................................................................40
   14.1 Procedures for Whistle Blower Complaints and Complaints of Retaliation

15. Guidelines for Business Support Relationships..............................................42
   15.1 Introduction
   15.2 Definition of Acceptable Business Support Relationships
       15.2.1 Sponsorships
       15.2.2 Strategic Alliance
       15.2.3 Cause Marketing
       15.3.4 Excluded Activity
   15.3 Guiding Principles for Corporate Relationships
   15.4 Affirmative Disclosure

16. Financial Policies and Procedures.................................................................45
   16.1 Accounting Policies and Procedures
   16.2 Financial
       16.2.1 Fiscal
       16.2.2 Contracts
16.2.4 Checks
16.2.5 Deposits

16.3 Gift Acceptance
16.3.1 Purpose
16.3.2 Cash
16.3.3 Publicly Traded Securities
16.3.4 Closely Held Securities
16.3.5 Life Insurance
16.3.6 Gifts of Tangible Personal Property
16.3.7 Bequests

16.4 In-Kind Gift Policy
16.4.1 Purpose
16.4.2 Definition
16.4.3 Restriction on Gift
16.4.4 Acceptance Policy
16.4.5 Procedure

16.5 Investment/Reserve/Charitable Gift Annuity/Endowment Funds Investment Policy
16.5.1 Purpose
16.5.2 Investment Policy Statement
16.5.3 Overview
16.5.4 Investment Fund
16.5.5 Reserve Fund
16.5.6 Authority
16.5.7 Investment Consultants
16.5.8 Overall Investment Targets

16.6 Flexible Budget
16.6.1 Background
16.6.2 Definition
16.6.3 Objective
16.6.4 Changes
16.6.5 Compliance
16.6.6 Modification

16.7 Business Line of Credit
16.7.1 Definition
16.7.2 Scope
16.7.3 Statement of Risk
16.7.4 Future Cash Flows (Receivables)
16.7.5 Verified Cash Flows (Receivables)
16.7.6 Procedure
16.7.7 Reviews

17. NAMI Texas Executive Compensation Policy......................................................56
18. Process for Annual Evaluation of Executive Director’s Performance..............57
19. Policy on NAMI Texas Websites, E-groups lists and Facebook accounts.........59
20. NAMI Texas Public Policy Priority Development

20.1 Introduction
20.2 Process
20.3 Public Policy Survey Results: Engaging the Membership
20.4 Procedure to Determine Priorities
20.5 Procedure to Hire Legislative Liaison or Lobbyist
20.6 Educational Process
20.7 Membership in the NAMI Texas PPC

Attachment 1: NAMI Texas Regional Map
Attachment 2: Affiliate Outreach Contact Guide for Board of Directors
Attachment 3: Instruction Guide for Affiliate Presidents Conference Calls
Attachment 4: In Kind Donation Form For NAMI Texas Board Members
Attachment 5: NAMI Texas Gift In Kind Acceptance Form
Attachment 6: NAMI Texas Election FAQ Sheet
Attachment 7: Dissolution Processes and Checklist

Appendix: NAMI Texas Consumer Council Operating Procedures
1. Introduction

1.1 Scope; Place in Hierarchy of Rules and Procedures
The NAMI Texas Board Operating Policies and Procedures (“P&P”) encompass and regulate activities required to run the organization, and are an integral requirement for all properly managed entities. The hierarchy of rules and procedures moves from the general to the specific, and from the seldom-modified to the easily-modified. In NAMI Texas, this hierarchy begins with the Articles of Incorporation and moves downward through the Bylaws, P&P, and operating and committee working procedures. Conversely, the modification process moves upward from operating and working procedures modified through use and experience, to P&P, the Bylaws, and the Articles of Incorporation. The NAMI Texas Board Operating Policies and Procedures document is formally adopted by the Board of Directors. It is intended to be evergreen—a living document open to change and revision to facilitate growth and change of the organization. It is through these policies and procedures that the Board of Directors assists in establishing the guidelines within which officers and staff act to implement policy, programs and services.

1.2 Management; Revisions
The NAMI Texas Board has developed policies and procedures as guidelines for operating and managing the organization. The President and Board have primary day-to-day oversight of the policies and procedures, while the Executive Director is charged with administering them. Working with the various committees and the Affiliates during the year, the By-laws Committee will coordinate changes to be made to the NAMI Texas Policies and Procedures. Such changes will be presented at board meetings for Board approval.

1.3 Distribution
The NAMI Texas Board Operating Policies and Procedures will be distributed to Board Members, NAMI Texas staff, and may be distributed to the chairs of any relevant committees and to local affiliates upon request.
2. Mission, Vision and Values

2.1 Mission

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

2.2 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.

2.3 Values: Diversity and Inclusion

The NAMI Texas Board of Directors reaffirms its commitment to reflect and implement its core values of diversity and inclusion in the composition of the NAMI Texas Board and NAMI professional staff and in the content and distribution of its programs, as evidenced by the following sections of the NAMI Texas Bylaws:

- NAMI Texas is dedicated to supporting the inclusion of individuals with mental illness throughout the organization.
- Combating stigma through education and raising public awareness that mental illnesses affect everyone and treatment works.
- 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:
  1. From those affected by mental illness;
  2. From under represented groups in NAMI Texas including people of varying races, disabilities, ethnicities, creeds, sex and religions;
  3. Who represent different geographical and political communities; and
4. Who are of varying ages.

- 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.

2.4 Diversity, Inclusion and Nondiscrimination (approved July 22, 2012)

Objective/Background: In alignment with the NAMI Standards of Excellence, this policy is intended to assure that NAMI Texas strives to be inclusive of every sector of the demographics in Texas and will make no distinction between people who have a mental illness and other members.

Procedures:

- NAMI Texas shall actively recruit, engage and serve members from every race, culture, ethnicity, age, religion, socio-economic status, sexual orientation, gender, gender identity and disability and shall not discriminate against any person or group in the requirements for membership, provision of service or support or in its policies or actions. The NAMI Texas Board of Directors will regularly review their demographics compared to those of the state using national census data, in order to aspire towards reflecting that composition.

- In keeping with NAMI’s values regarding nondiscrimination and with applicable federal law, NAMI Texas shall include in bylaws, operating policies and procedures and other relevant policy documents, explicit statements that require the organization to embrace the broadest possible definition of inclusion and nondiscrimination.

- NAMI Texas shall collect a baseline of members’ voluntarily-supplied demographic information, identified and requested by the NAMI Board of Directors. Systems shall be put in place to protect the confidentiality of this information; demographic information will only be reported in the aggregate.

- To support reaching out to and welcoming the community at large into the NAMI movement, NAMI Texas will make use of materials and assistance from NAMI in our recruitment, marketing, public education, and awareness activities.

- NAMI Texas will strive to support recruitment and retention of a diverse and inclusive membership and leadership, using assistance as necessary from national. NAMI Texas will also promote and mentor local affiliates’ diversity and inclusion efforts.

- Whenever there is a demand and the interests of members can best be served by support through groups sharing some affinity, including but not limited to lived experience or primary language, NAMI Texas shall encourage its affiliates to offer multiple support groups beyond their baseline family and/or consumer groups.
3. NAMI Organization

3.1 NAMI and NAMI Texas

NAMI Texas is the nonprofit state organization chartered by NAMI. The NAMI Board of Directors shall prescribe (1) procedures for the granting of charters to Organizations and Affiliates, (2) procedures for the resolution of disputes, including allocation of responsibility for expenses incurred, and (3) procedures for the termination of the charter of Organization or the taking of other actions upon failure of an Organization to comply with the (NAMI) By-laws and chartering criteria. NAMI Texas concurs with NAMI’s positions on the following:

- NAMI shall, at all times, maintain independent positions on issues affecting the welfare of people with mental illness. These positions shall be based on review of available scientific information. The potential effect of such positions on the interests of a funding source shall not be a relevant factor in NAMI’s decision-making process.

- NAMI will neither endorse, nor allow the perception that it endorses, any products, devices or services. Where the perception of an endorsement may exist, use of NAMI name and logo must be reviewed and approved by the NAMI National Board, in writing, in advance of use.

- NAMI will accept support only for projects and activities that are consistent with the organization’s mission.

- NAMI will ensure that use of its name and associated logos does not adversely affect its nonprofit status or otherwise create potential legal exposure or other detriment to the organization.

- All projects, activities, and partnerships of NAMI, its state organizations, and local affiliates must conform to NAMI Bylaws and policies.

- The NAMI Board reserves the right to editorial approval for projects involving informational services.

- Any use of the NAMI name or logo on, or in connection with, any written material, media, or other item not produced or used by NAMI, its state organizations or local affiliates, shall require the prior written approval of the NAMI Board of Directors or its designee(s). 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.

3.2 Local Affiliates

An affiliate of NAMI Texas 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. The incorporated name of each NAMI Texas affiliate shall begin with “NAMI” followed by a geographically descriptive term such as city, county or region.

- Affiliates shall support the mission of NAMI and NAMI Texas, and forward standard member dues to NAMI and NAMI Texas.
- 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:
  1) Model A Affiliates are independently incorporated with their own tax designation.
  2) Model B Affiliates are unincorporated and operate under the structure of NAMI Texas.
- Failure of an affiliate to adhere to the NAMI bylaws, NAMI Texas 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.
- Members of the Board of Directors of local NAMI Affiliates should not engage in making derogatory, slanderous or libelous remarks about any individual, organization, or agency in a public setting that could result in negative, adverse, or legal consequences to the local NAMI Affiliate or to NAMI Texas or NAMI.

3.3 Members

A member is any person who accepts the mission of NAMI and NAMI Texas and pays dues in accordance with NAMI policy. 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.

- A member in good standing shall be defined as one in which the standard dues of the member have been received by NAMI and NAMI Texas by the record dates 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 and by NAMI and NAMI Texas. “Open Door” members shall have all the rights and privileges of members who pay full dues.
4. Dispute and Grievance Process

The NAMI Texas 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.

4.1 Procedure for dispute resolution relative to the By-laws between Model A Affiliates and proposed Affiliates (as outlined in 3.2):

- 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.

- 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.

4.2 Procedure for dispute resolution between NAMI Texas and Model A Affiliates and proposed Affiliates (as outlined in 3.2):

- 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.

- 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.
5. Guidelines for Implementation of Programs

- NAMI Texas programs grow from the experience of NAMI members, advance the mission of the organization, and present NAMI’s unique face to the outside world.

- NAMI “signature” programs, NAMI Texas "signature" programs as well as other family and consumer programs are implemented by NAMI Texas.

- NAMI Texas will always proceed in a manner intended and designed to strengthen and enhance its programs.

- NAMI Texas presents “signature” and other family and consumer programs as a service to its members and to others whose lives have been affected by mental illness.

- NAMI Texas' Visions for Tomorrow (VFT), Great Minds Think Alike (GMTA), and other NAMI Texas programs are made available to state organizations under terms of agreement intended to maintain its quality and consistency. NAMI state organizations receive residual benefits from presenting these programs, including greater visibility, increased membership, and members better prepared to “return value” to the organization.

- NAMI Texas will always approach NAMI state organizations first in implementing Visions for Tomorrow and/or Great Minds Think Alike. In the event that a NAMI state organization is unwilling or unable to implement VFT and/or GMTA, NAMI Texas may contract with a local affiliate that is interested in implementing VFT and/or GMTA, in accordance with all responsibilities of the Licensee.
6. Nominations and Elections

6.1 Annual Meeting

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 to each affiliate, or sent by electronic communication, not less than thirty (30) days or more than sixty (60) days prior to the meeting all membership business meetings shall be open meetings.

6.2 The Board of Directors

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 (as outlined in the accompanying regional map) and six (6) will be elected at large.

6.2.1 Terms of Office

Directors may serve no more than two consecutive full terms. 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 (including the description of the regional map), 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. The terms of any Officer or Director shall be extended, if necessary, until his or her successor is duly elected. New directors will assume office at the close of the annual meeting or election.

6.2.2 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 the Bylaws. The Board of Directors has designated the term of office of one year for ex-officio Directors, but they may be reelected. 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.
6.2.3 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.

6.2.4 Removal of a Director

- 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, giving as much advance notice as possible prior to the meeting, shall be removed from office.

- Whenever, in its judgment, the best interests of NAMI Texas and its local affiliates will be served, any director may be removed from office by the vote of not less than two-thirds of the total membership of the NAMI Texas Board of Directors. (Texas Business Organizations Code, Title 2, Chapter 22, Sec 22.211-Removal of a Director)

6.3 Nomination Procedures

6.3.1 Qualifications

- All nominees for 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 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 member should have an understanding of and appreciation for the issues relating to mental illnesses and the family perspective.

- Definitions: The Board interprets “family” and “consumer” to mean any person who has had a lived experience of mental illness either themselves or within their family. Board candidates are asked to self-identify based on this definition. Voting members are provided with the candidates self declaration.

- No immediate family members shall 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.
6.3.2 Nominations

- At each annual meeting the membership shall elect five (5) directors: three (3) directors representing three (3) of the nine (9) regions (as indicated in the accompanying regional map) 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 election.

- Nominations for all directors shall be made by the members through Affiliates.

- No Affiliate may nominate more than one individual for a director position per election.

- Each affiliate representing Regions 2, 4 and 5 may nominate a director to serve during the first year of implementation (2005) and every third year thereafter.

- Each affiliate representing Regions 1, 3 and 8 may nominate a director to serve during the second year of implementation (2006) and every third year thereafter.

- Each affiliate representing Regions 6, 7 and 9 may nominate a director to serve during the third year of implementation (2007) and every third year thereafter.

- Affiliates in the current year’s designated regions may nominate a director for either Regional Director or an At-Large Director.

- The Nominating Committee will, through the Office of the President (NAMI Texas office), solicit nominations from each affiliate no less than 150 days prior to the annual meeting where elections will be held. The members through their Affiliates shall make nominations for all directors. No Affiliate may nominate more than one individual from his or her own affiliate for a director per election.

- NAMI Texas recognizes that diversity is strength. To help in the governance of NAMI Texas, the Nominating Committee will actively seek nominations of 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.

- An affiliate nomination letter, along with the resume and picture of the nominee shall be forwarded to the office of the President and the Nominating Committee no 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, as well as any other information requested.
• If no candidates for directors are nominated for the designated regions, the regional position shall be deemed an at-large position.

• The Nominating Committee will prepare a slate of nominees for the Board of Directors. This slate shall include nominees in excess of the vacant positions, if at all possible.

6.4. Elections

6.4.1 Voting Process

• Members shall be able to vote for a director in every position. They shall cast a vote for one (1) director in each of the three (3) regional positions and for two (2) directors in the at-large positions for a total of five (5) directors (as well as for any vacant positions).

• 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.

• 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 by the time specified.

• 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.

• Majority Family/Consumer Composition: Process to handle possible non-compliance. In the event that an election’s outcomes would put NAMI out of compliance with its bylaws, the Board will use the following process:
  • The Election Chair will be responsible for seeing that the bylaws requirement is met at each NAMI Texas election.
  • All current Board members and candidates must complete a self-assessment profile that includes self-identification around NAMI Texas’ definitions of "family" and "consumer".
  • NAMI Texas affiliates and members will be informed of the current Board's composition and of the number of openings available for non-family/consumer Board members.
  • In the event that there are no non-family/consumer openings on the Board, affiliates and state organizations will be so notified and non-family/consumer candidates will not be included in the election.
• In the event that, through an election, the Board's composition might not meet the majority family/consumer requirement set forth in the bylaws, all candidates and NAMI Texas affiliates and members present at the annual meeting will be informed (1) that this possibility exists and (2) of the process that will be used to determine election outcomes under those circumstances.

• When votes are counted, if the results would put NAMI in violation of its bylaws requirement, the Election Chair will review the election results, remove the lowest vote-getting non-family/consumer candidate from the list of "winning" candidates and move to the next highest vote-getting family/consumer candidate to serve on the Board.

• If more than one "winning" candidates’ service on the Board would put NAMI in violation of its bylaws, the Election Chair will follow the same process until the Board's composition meets the majority family/consumer requirement.

6.4.2 Election Process

• Mailed Ballots: The Office of the President (NAMI Texas office) shall mail ballots to all NAMI Texas members who are eligible to vote subsequent to the record date (60 days) prior to the annual meeting. A deadline for returning the mailed ballots will be determined by the Office of the President.

• Electronic Ballots: The Office of the President (NAMI Texas office) shall send electronic ballots to all NAMI Texas members who are eligible to vote subsequent to the record date (60 days prior) to the annual meeting provided they have a valid email address listed in their membership record. Members providing a valid email address will not receive a mailed ballot unless one is specifically requested. A deadline for responding to the electronic ballot will be determined by the Office of the President.

• Ballots at the Annual Meeting: The Office of the President (NAMI Texas office) shall have ballots available for the annual meeting. A master roster of eligible members will be prepared for validation purposes. Those members who previously mailed in ballots will be noted and not permitted to vote again (i.e., one member, one vote).

• Quorum: A quorum of members must be established before voting can occur. According to the NAMI Texas Bylaws, a quorum shall be established if two (2) of the following conditions are met:
  • Seventy-five (75) members as of the record date are in attendance at the meeting.
  • 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.

• Cumulative voting shall not be permitted. Ballots expire at the end of the meeting for which they were issued.
• An election committee will be formed to oversee the election and to officially count the mailed in ballots and the on-site ballots. The election committee will report the results to the President at the close of the annual meeting.

• A majority of the votes cast by members shall, except where otherwise required by law, by the Articles of Incorporation, or by the Bylaws, decide any issue brought before any regular or special meeting or election by mailed or electronic ballot.

6.4.3 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.

6.5 NAMI Texas Consumer Council

6.5.1 NAMI National Consumer Representative

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

6.5.2 NAMI State Consumer Representative

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

6.5.3 NAMI Texas Consumer Council

The NAMI Texas Consumer Council (NAMITXCC) 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 NAMITXCC six-person
executive committee will include the Chair, Vice-Chair, and two at-large members along with the NCR and SCR. The responsibility of the council will be to cultivate consumer leaders, encourage participation in NAMI consumer education, support and advocacy programs and initiatives, and to promote diversity and equal representation of all consumers that reside in Texas. The NAMI Texas Consumer Council will serve as a committee under the Board of Directors.

6.5.4 Vacancies

In the case of any vacancy of either the NCR or SCR, the Executive Committee of the NAMITXCC (NAMITXCCCEC) shall appoint the consumer or consumers who shall fill the vacancy or vacancies for the remaining unexpired term or terms, subject to the approval of the Board of Directors.

6.5.5 Nomination and Election Procedures

The procedures for nominating and electing the Texas Representative to the NAMI National Consumer Council and the NAMI Texas Consumer Council Representative shall follow the same process as for the nominations and elections of the members of the Board of Directors.

• All nominees for these positions shall be NAMI Texas consumer members in good standing, residents of Texas and be willing to serve/fulfill their duties and elected term/s.

• The Nominating Committee will, through the Office of the President (NAMI Texas office), solicit nominations from each affiliate and from the Consumer Council not less than 150 days prior to the annual meeting where elections will be held. The Consumer Council will also encourage nominees from the affiliates.

• 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 meeting. The office of the president shall publish the name, nominator, and resume of each individual so nominated.

• The Nominating Committee will prepare a slate of nominees for the position. This slate may include nominees in excess of the vacant position.

• All NAMI Texas members eligible to vote shall be able to vote for the Texas Representative to the NAMI National Consumer Council and the NAMI Texas Consumer Council Representative by either mailed ballot or voting on-site at the Annual Meeting.
7. The Board of Directors

7.1 Officers of the Board of Directors

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 upon being elected. The term of any officer may be extended if necessary, until his/her successor is duly elected.

At the first meeting of the Board of Directors after the annual meeting (not more than 45 days from said annual meeting), the board will elect the officers from among the directors for a term of one year. Officers are eligible for reelection. The nominating committee shall present a slate of nominees to serve in the four officer positions on the board. No candidate may stand for more than one office in the same election. The nominating committee shall also nominate two additional board members to serve as non-voting members of the executive committee, according to procedures in the Board Operating Policies and Procedures.

7.1.1 Roles

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.

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. The Vice-President will serve as President-elect to serve as President at the end of the current President’s tenure.

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, and posted on the NAMI Texas website. 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. All records required to be maintained by NAMI Texas Bylaws, Policies & Procedures, or statute shall be held in the NAMI Texas office. The Secretary is responsible for organizing/managing information on the NAMI Texas Webexone or other electronic portals, including creating folders for committees. 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.

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.

7.2 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.

7.3 Responsibilities; Duties
In addition to the responsibilities vested in them by the 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.

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. The Board of Directors shall have the final authority to resolve the interpretation of any conflicts or ambiguities in the Bylaws.
7.4 Board Financial Contribution Responsibility *(Approved 4/16/11)*

The board is responsible for providing a sound financial basis for the organization. By personally contributing, a board member recognizes this responsibility and thereby demonstrates this commitment. Board members may have differing abilities to contribute, so a standard gift is not necessarily appropriate, but contributions by one hundred percent of the board is our goal. In addition, some foundations now expect every board member to support the organization financially before they will provide a grant, and each board member must accept the responsibility for and the necessity of making contributions for such purposes.

7.4.1 Policy

To demonstrate our commitment to our mission and to reach our fund-raising goal, board members agree that they must first make a gift themselves. This policy is intended to ensure that every board member supports NAMI Texas with an annual monetary donation. Contributions from Board members are distinct and in addition to attending special events, buying tickets or otherwise participating in our organization’s activities. An annual goal for total contributions from board members, including money donated personally and money raised, will be set as part of the annual budget approval process. Monthly financial reports will include an update on total board contributions. All prospective board members will be given a copy of this policy.

7.5 Roles and Responsibilities of Regional Directors *(Approved June 1, 2011)*

The NAMI Texas mission states: “We support our Affiliates by providing leadership, training and technical assistance.” An important responsibility of the Regional Directors is an ongoing contact with the Affiliates within their Region.

- Utilizing the “Affiliate Outreach Contact Guide for the Board of Directors,” found in Attachment #2 of the NAMI Texas Board Operating Procedures, each Regional Director shall contact the Affiliates in the Region quarterly, if possible, to assess the affiliate needs and to determine ways that NAMI Texas can assist.

- In Regions that have many affiliates, the Directors who do not have Regional responsibilities need to be available to assist the Regional Director, especially if that Director is also from that particular Region. The Board President shall assign one or more At Large Directors upon request by the Regional Director.

- During each face-to-face board meeting, each Regional Director shall provide a written report about the affiliates that were contacted in their region. Affiliate concerns and problems can then be directed to the appropriate committees (Education Committee, Affiliate Outreach Committee, Consumer Networking Committee, Membership Committee, etc.) to help solve particular problems.

- It is a goal of NAMI Texas that each Director shall represent the organization by participating in at least one NAMI Walk each year. *(approved 8/11)*
8. Board Operational Committees

The Board of Directors shall provide for the creation of an Audit Committee, Finance and Development Committees, 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 Consumer Council.

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

8.1 Executive Committee

The Executive Committee shall consist of the four elected officers of NAMI Texas and two additional NAMI Texas Directors who have expressed interest in seeking officer positions in the foreseeable future. These two at-large board members shall be added under the following terms and conditions:

1) Every year the nominating committee shall nominate board members to serve in the four officer positions on the Board, and who are willing to commit the additional time necessary to attend all Executive Committee meetings. The Board shall elect these nominees (or other nominees from the floor) during the Board meeting following the annual meeting of the membership.

2) Every year the nominating committee shall nominate at least two board members who have indicated their desire to run, at some time in the future, for office on the Board, and who are willing to commit the additional time necessary to attend all Executive Committee meetings. The Board shall elect two of these nominated board members for one-year terms as at-large voting members of the Executive Committee during the board meeting where officers are elected, or as soon as possible thereafter at a regularly scheduled board meeting.

3) If at any time an elected at-large member of the Executive Committee resigns, or becomes unable to continue in the position for whatever reason, or if the Executive Committee concludes by a vote of its full membership that an at-large member should not continue in the position due to conflicts of interest or of personalities that substantially interfere with the performance of the Executive Committee’s duties and responsibilities, then the member’s position with the Executive Committee terminates and the position...
shall be filled as soon as practical by the Board at a regularly scheduled board meeting after nomination by the Nomination Committee of qualified replacement board members.

4) An at-large member of the Executive Committee may be elected to additional one-year terms, but must either seek election to one of the officer positions of the Executive Committee, or not seek another term, after having served three consecutive terms on the Executive Committee as an at-large member.

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

8.2 Governance: Bylaws, Policies and Procedures

The Governance, Bylaws, Policies and Procedures Committee will be charged with overseeing revisions and amendments to the Bylaws and the Policies and Procedures.

8.3 Financial/Development and Audit

8.3.1 Finance/Development

The Financial and Development Committee shall work with the Executive Committee and the Staff to oversee the finances of the organization and to implement an appropriate development program. They will assure that appropriate financial procedures are in place and are implemented.

8.3.2 Audit

The President shall appoint an Audit Committee of three (3) NAMI Texas members, at least one of whom 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.
8.4 Nominating

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 the first full board meeting of the new year, with approval of the Board of Directors, the President shall appoint the nominating committee. At least one of the current members of the board shall serve on the nominating committee.

8.5 NAMI Texas Consumer Council

The NAMI Texas Consumer Council will serve as a committee under the Board of Directors. The NAMI Texas Consumer Council shall include consumer representatives from the nine regions of the state. (see Operating Procedures for the NAMI Texas Consumer Council in Appendix.)

8.6 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.

8.7 Committee Meetings

• Committees will have a Chair and may have a Vice-Chair.

• Committees shall keep minutes of all committee meetings in order to make reports to the Board of Directors.

• Committee Chairs shall develop a notebook or report to pass on to their successors of projects accomplished, lessons learned, etc.

8.8 Guidelines for Requiring Board Approval of Committee Decisions

• Approval is required prior to spending money for major projects or if money has not already been budgeted.

• Approval is required when the committee first formulates its director or strategy for the year.

• Approval is required when there is a change in direction or strategy.
9. Board Operating Procedures

9.1 Board/Staff Relationships (Approved 4/16/11)

9.1.1 Executive Director

a) An Executive Director may be employed by the Board of Directors and shall have responsibility for the oversight, daily operation, and management of the organization. Additionally, the Executive Director shall be responsible for the hiring, supervision and firing of staff, subject to approval by the Board of the positions, salary range and benefits. Some positions that work directly with Board Committees should be hired in consultation with the Committees concerned.

b) The Executive Director shall exercise such authority and perform such duties as the Board of Directors, through the President, may assign to the Executive Director. The Executive Director develops recommendations and speaks for the organization as directed by the Board. The Executive Director reports to the President of NAMI Texas, as well as to the full Board of Directors.

c) The Executive Director maintains close contact with the President and with the other Board members, as appropriate. There shall be an open line of communication between the Executive Director and the NAMI Texas Board President. There should rarely be a situation that the Board President, as the ED’s direct supervisor, cannot reach and speak with the Executive Director and vice versa. Such communication shall be facilitated whether through a cell phone, texting or a landline.

d) The Executive Director is required to seek advance approval from the NAMI Texas Board President for vacation leave. The Executive Director shall advise the Board President of taking sick leave as soon as reasonably possible upon becoming ill. The Board President shall approve vacation and sick leave upon reasonable notice in a reasonable manner, however any such leave shall be allowed in accordance with the best interests of NAMI Texas and board policy.

e) In setting the compensation for the Executive Director, the Board, through the Human Resources (HR) Committee, will employ non-profit industry best practices and existing compensation surveys in determining appropriate compensation for the NAMI Texas executive director. The HR Committee will document its process for the full Board’s review.

f) All contracts that will be binding upon NAMI Texas must be co-signed by the Executive Director and the NAMI Texas Board President. Exceptions are for contracts and expenditures for supplies under $1000.
9.1.2 Staff
   a) The liaison staff person to the Board is the Executive Director, or his or her
designee. The Executive Director shall be available to consult with Board members
when fulfilling their board responsibilities. Although direct communication with
other staff is common and important, it is essential that all board members recognize
that only the Executive Director reports directly to the board and that all other
employees of NAMI Texas report to the Executive Director. To support
transparency, the Chief Financial Officer (CFO), or person acting in that capacity,
while reporting to the Executive Director, works closely and regularly with the
Treasurer.

   b) Under the sole direction of the Executive Director, staff may be assigned to
work with Committees. Committee chairs and other Board members should not direct
staff work, but should work collaboratively with staff to accomplish committee needs
and objectives. However, interns and contractors will work closely with the
Committee Chairs and Vice-Chairs, as appropriate.

9.2 Board of Directors Meetings

9.2.1 Call for Meetings
   The President, with the approval of the Board, shall set the calendar for the Board
meetings. Written notice shall be mailed or sent electronically 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.

9.2.2 Frequency of Meetings
   The Board of Directors shall meet at least twice a year (but generally on a quarterly basis)
at such time and place as the Board of Directors selects. The first Board of Directors
meeting of the fiscal year shall be held no later than forty-five (45) days after the annual
meeting.

9.2.3 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 to each member of the Board of Directors and
each Affiliate or sent electronically not less than thirty (30) days prior to the meeting. The
time, place, and purpose of the meeting shall be stated in the notice.
9.2.4 Travel and Lodging Arrangements
To the extent possible, lodging and travel expenses may be paid by NAMI Texas for all Board members for Board meetings, except for the annual meeting. The NAMI Texas office staff may arrange for the lodging and airfare, as appropriate.

9.2.5 Reimbursement Policy
To the extent possible, expenses for Board meetings will be reimbursed to Board members at a rate determined by the Board of Directors.

9.2.6 Notification of Attendance
Board members are required to confirm attendance at each Board meeting. 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.

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

9.2.8 Action, Motions, and Reports
Action and motions for action should follow committee reports and recommendations. Motions coming to the board are to come through the Committee process and are to be presented by Committee chairs. Motions made by board members independent of committee action may be viewed by the president as out of order, and referred to an appropriate committee for action.

All committee reports should be submitted to the secretary in written form no later than two weeks following the board meeting. Committee reports will clearly differentiate items which are "information only" from those recommended for board action.

9.2.9 Minutes
The Secretary shall keep an accurate contemporaneous 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 posted on the NAMI Texas website and to NAMI national. NAMI Texas shall keep minutes of proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.
9.2.10 Quorum

A simple majority of the voting members of the Board of Directors 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.

9.2.11 Executive Session/Closed Meetings

The board may go into Executive Session by majority vote, or on the call of the president, for special circumstances as described in Roberts' Rules of Order. There are two times when the meeting should always be closed: when an issue is being discussed related to personnel, or if the issue is anything that could potentially harm the organization. In a closed meeting, only motions and their votes are recorded. The President has the liberty to call the meeting into Executive Session, or to close the meeting, at any time.

The same rules apply for calling an open or closed meeting. Any Board member may request a closed meeting. The contents of a closed meeting are always confidential. There is no need for a formal agenda; however, the caller of the meeting should always inform the members what the subject matter will be.
10. NAMI Texas Record Retention Policy

(Approved 3/18/09)

10.1 GENERAL POLICY STATEMENT

1. The purpose of this policy statement is to allow the NAMI Texas to identify, retain, store, and dispose of the organization’s records in an appropriate, legally sound, and orderly manner.

2. Except as otherwise indicated, documents shall be retained for the number of years indicated in Part B.

3. Irrespective of the retention periods specified in Part B, upon (i) receiving notice of a lawsuit, government investigation, or other legal action against or involving the organization, or (ii) learning of circumstances likely to give rise to such an action, proceeding or investigation, all documents in any way relating to such matter shall be preserved and safeguarded.

4. No officer, director, employee, agent or member of the organization shall knowingly destroy a document with the intent to obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any government department or agency or in relation to or contemplation of any such matter.

5. Employees are expected to utilize documentation practices as trained and are required to comply with the documentation standards outlined in this policy. Failure to do so could result in disciplinary action, up to and including termination of employment. Employees with questions about this policy should consult with management or seek legal advice.

6. The Organization will maintain accurate and high-quality records electronically or in local, damage-proof storage for the duration of the time periods provided for in this policy. Once any such time period is complete, the records are to be destroyed.

7. Documents maintained solely in electronic format will be scanned and retained in highly organized electronic folders on the organization’s network in accordance with this schedule.

8. The organization is to maintain complete, accurate and high-quality records in local, damage-proof storage for the duration of the time periods provided for in this policy, any such time period is complete, the records are to be destroyed.

9. The organization’s Executive Director shall be responsible for authorizing, overseeing, and ensuring that records are destroyed pursuant to this policy.
### 10.2 RECORD RETENTION GUIDELINES

#### 10.2.1 General Corporate Records

<table>
<thead>
<tr>
<th>Type of Record</th>
<th>Retention Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Articles of Incorporation and amendments thereto</td>
<td>Permanently</td>
</tr>
<tr>
<td>Bylaws</td>
<td>Permanently</td>
</tr>
<tr>
<td>Meeting Minutes</td>
<td>Permanently</td>
</tr>
<tr>
<td>Patents, trademark registrations, copyright registrations</td>
<td>Permanently</td>
</tr>
<tr>
<td>Property records (including leases, deeds, easements, rights of way, appraisals, costs, depreciation reserves, blueprints, plans, end-of-year trial balances, tax records)</td>
<td>Permanently</td>
</tr>
<tr>
<td>Membership ballots</td>
<td>3 years following the applicable vote</td>
</tr>
<tr>
<td>Membership applications</td>
<td>Membership term, plus 1 year</td>
</tr>
<tr>
<td>Correspondence relating to member discipline matters</td>
<td>Membership term, plus 5 years</td>
</tr>
<tr>
<td>Contracts</td>
<td>3 years</td>
</tr>
</tbody>
</table>

#### 10.2.2 Accounting, Finance and Tax Records

<table>
<thead>
<tr>
<th>Type of Record</th>
<th>Retention Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Income tax returns and filings</td>
<td>Permanently</td>
</tr>
<tr>
<td>Audit reports of accountants</td>
<td>Permanently</td>
</tr>
<tr>
<td>Cash books</td>
<td>Permanently</td>
</tr>
<tr>
<td>Charts of accounts</td>
<td>Permanently</td>
</tr>
<tr>
<td>Federal and state tax bills and statements</td>
<td>3 years</td>
</tr>
<tr>
<td>Schedules, ledgers and other supporting documentation for financial statements and tax forms</td>
<td>7 years</td>
</tr>
<tr>
<td>Bank reconciliations</td>
<td>3 years</td>
</tr>
<tr>
<td>Checking records, including account statements, check register</td>
<td>3 years</td>
</tr>
<tr>
<td>Social security tax records</td>
<td>7 years</td>
</tr>
<tr>
<td>Accounts Receivable and payable</td>
<td>7 years</td>
</tr>
<tr>
<td>End-of-year financial statements</td>
<td>Permanently</td>
</tr>
<tr>
<td>Budget data</td>
<td>3 years</td>
</tr>
<tr>
<td>Banking records, including deposit and withdrawal records, bank statements</td>
<td>7 years</td>
</tr>
<tr>
<td>Expense accounts, approvals, petty cash records</td>
<td>3 years</td>
</tr>
<tr>
<td>Invoices to members, customers and vendors</td>
<td>7 years</td>
</tr>
</tbody>
</table>
## 10.2.3 Personnel Records and Payroll Documents

<table>
<thead>
<tr>
<th>Type of Record</th>
<th>Retention Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Resumes/applications and related employment materials, including background checks, letters of reference and related documents: For applicants not hired For employees</td>
<td>2 years Employment term, plus 4 years</td>
</tr>
<tr>
<td>I-9 Forms</td>
<td>Employment term, plus the later of 3 years from date of hire or 1 year following termination of employment.</td>
</tr>
<tr>
<td>Active employees</td>
<td></td>
</tr>
<tr>
<td>Terminated employees</td>
<td></td>
</tr>
<tr>
<td>Compensation, job history and timekeeping records</td>
<td>Employment term, plus 4 years</td>
</tr>
<tr>
<td>FMLA/USERRA and related leave records</td>
<td>Employment term, plus 4 years</td>
</tr>
<tr>
<td>Performance appraisal/disciplinary action records</td>
<td>Employment term, plus 4 years</td>
</tr>
<tr>
<td>Benefit records</td>
<td>Employment term, plus 6 years</td>
</tr>
<tr>
<td>Records related to disputed issues involving external agencies or parties, wage charge or suit hour investigation by DOL, EEOC charge, arbitrations, court actions, etc</td>
<td>Employment term, plus 4 years</td>
</tr>
<tr>
<td>Records of accommodation to any disabled employee requesting such accommodation</td>
<td>Employment term, plus 4 years</td>
</tr>
<tr>
<td>Records of any sexual harassment complaints and the investigations and actions taken in response</td>
<td>Employment term, plus 4 years</td>
</tr>
<tr>
<td>OSHA &amp; employee safety records</td>
<td>Employment term, plus 5 years</td>
</tr>
<tr>
<td>Workers Compensation claims</td>
<td>30 years after date of injury/illness</td>
</tr>
</tbody>
</table>

## 10.2.4 Insurance

<table>
<thead>
<tr>
<th>Type of Record</th>
<th>Retention Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>Insurance records</td>
<td>Permanently</td>
</tr>
<tr>
<td>Accident reports</td>
<td>7 years</td>
</tr>
<tr>
<td>Appraisals</td>
<td>7 years</td>
</tr>
<tr>
<td>Worker compensation claims</td>
<td>7 years</td>
</tr>
<tr>
<td>Unemployment insurance</td>
<td>7 years</td>
</tr>
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</table>
### 10.2.5 Education *(Adopted 4/23/2019)*

<table>
<thead>
<tr>
<th>Type of Record</th>
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<tbody>
<tr>
<td>Continuing Education Units (CEUs) for Social Workers (LBSW, LMSW, LCSW), Professional Counselors (LPC) and Educators Original documents of names of all presenters, complete course descriptions and objectives, teaching methods, attendance sign-in sheets for each course, sample certificates of attendance, and evaluation documents from each participant for the specific experience</td>
<td>5 years</td>
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<tr>
<td>Education Program Documentation</td>
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<td>• Affiliate Training documents</td>
<td>3 years</td>
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<tr>
<td>• Affiliate Class documents</td>
<td>2 years</td>
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<tr>
<td>• End of Year Education Reports</td>
<td>5 years</td>
</tr>
<tr>
<td>• Yearly Excel sheet of program leaders</td>
<td>2 years</td>
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</tbody>
</table>

### 11. NAMI Texas Independent Audit Policy *(Adopted as amended 4/23/2019)*

It is the policy of NAMI Texas to contract with the CPA firm selected by the Board’s Audit Committee to annually audit the organization. Such contract shall normally not exceed five years.

At the end of this period the organization’s Audit Committee, with the assistance of staff, will interview a minimum of three CPA firms specializing in auditing not-for-profit organizations and make a recommendation to the Board of Directors for final selection and approval. Additionally, the contract awarding the audit to the CPA firm for up to a five-year period will have a clause allowing the organization to contract with another firm before the end of the contract period if the current firm provides unsatisfactory service or if the financial condition of the organization prohibits the expense of a full audit.
12. Code of Ethics for NAMI Texas Board of Directors
(Adopted as amended 1/17/2009)

12.1 Statement of Commitment

In establishing policy for and on behalf of NAMI Texas’s members, I understand I am a custodian in trust of the assets of the organization. The members recognize the need for competent and committed elected board members to serve the organization and have put their trust in my sincerity and abilities. In return, the members deserve my utmost effort, dedication, and support.

Therefore, as a board member/director of NAMI Texas, I acknowledge and commit that I will observe the highest standard of ethics and conduct as I devote my best efforts, skills and resources in the interest of NAMI Texas and its members. I will perform my duties as board member/director in such a manner that members’ confidence and trust in the integrity, objectivity and impartiality of NAMI Texas are conserved and enhanced. To do otherwise would be a breach of the trust which the membership has bestowed upon me.

12.2 Guiding Principles

NAMI Texas believes strongly that its members must uphold the highest standards of ethical, professional behavior.

- To hold paramount the safety, health, and welfare of the public in the performance of professional duties.

- To act in such a manner as to uphold and enhance personal and professional honor, integrity, and dignity of the profession.

- To treat with respect and consideration all persons, regardless of race, religion, gender, abilities, age, or national origin.

- To engage in carrying out the NAMI Texas mission in a professional manner.

- To collaborate with and support other professionals in carrying out the NAMI Texas mission.

- To build professional reputations on the merit of services and refrain from competing unfairly with others.
12.3 Board Member Standards

1. To become familiar with and committed to the major responsibilities of a governing board

   a) Setting mission and purposes
   b) Appointing the chief executive
   c) Supporting the chief executive
   d) Monitoring the chief executive’s performance
   e) Assessing Board performance
   f) Insisting on strategic planning
   g) Reviewing educational and public-service programs
   h) Ensuring adequate resources
   i) Ensuring good management
   j) Preserving institutional independence
   k) Relating to the community
   l) Serving as court of appeals

2. To support the NAMI Texas fund-raising efforts through personal giving in accordance with one’s means (to both annual funds and capital drives), and to be willing to share in the solicitation of others.

3. To devote time to learn how NAMI Texas functions—its uniqueness, strengths, and needs, its place in the industry.

4. To carefully prepare for, regularly attend, and actively participate in board meetings and committee assignments.

5. To accept and abide by the legal and fiscal responsibilities of the board as specified by institutional charter, bylaws, and state statutes and regulations.

6. To vote according to one’s individual conviction, to challenge the judgment of others when necessary, yet to be willing to support the decision of the board and work with fellow board members in a spirit of cooperation. To recognize that the board chair alone speaks for the board.

7. To maintain the confidential nature of board deliberations and to avoid acting as spokesperson for the entire board unless specifically authorized to do so.

8. To understand the role of the board as a policy-making body and to avoid participation in administration policy.

9. To learn and consistently to use designated institutional channels when conducting board business (e.g., responding to staff and volunteer grievances, responding to inquiries concerning the status of a chief executive search, etc.)
10. To comply with conflict-of-interest policy and disclosure developed by the board.

11. To refrain from actions and involvement that might prove embarrassing to the organization, and to resign if such actions or involvement develop.

12. To make judgments always on the basis of what is best for the organization as a whole.

12.4 Representing the Organization

As part of my duties as a board member, I represent the organization informally and formally to other associations, societies, government officials, and business representatives. I recognize that it is important that I represent the organization in such a way as to leave others with a positive impression of the organization. In my duties I will preserve and enhance the good reputation of the organization and will avoid behavior which might damage its image.

12.5 Interpretation

The president of the organization shall ensure that the practice of this policy will be fair, just, and equitable in all situations of interpretation and application.

12.6 Delegation and Penalties

Should the president be the subject of a written complaint, the vice president shall perform the duties normally assigned to the president in this matter.

Penalties imposed for breach of the code of ethics may include, but are not limited to, the following:

- Excluding the director from portions of all future meetings and discussions which relate to the stated conflict of interest, and/or
- Censure of the director, in private, in public, or both, and/or
- Removal of the director from office by a resolution passed by a vote of two-thirds of the Board of Directors.

I have read and I accept the NAMI Texas Code of Ethics for Board Members

____________________________________  ________________
Signature of Director or Nominee     Date
13. NAMI Texas Conflict of Interest Policy
(Adopted as amended, 1/17/2009)

13.1 Purpose
The purpose of the conflict of interest policy is to protect this tax-exempt organization’s (NAMI Texas) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of NAMI Texas or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

13.2 Definitions

13.2.1 Interested Person
Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

13.2.2 Financial Interest

A. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

• An ownership or investment interest in any entity with which NAMI Texas has a transaction or arrangement,

• A compensation arrangement with NAMI Texas or with any entity or individual with which NAMI Texas has a transaction or arrangement, or

• A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which NAMI Texas is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

B. A financial interest is not necessarily a conflict of interest.

C. A voting board member will declare any conflict of interest, be it real, potential, or apparent, which is not immediately obvious with regard to any matter being discussed in my presence during a meeting.

The following activities are considered by NAMI Texas to be conflicts of interest, but that
conflicts of interest are not limited to the following situations:

1. where a director makes a decision or does an act motivated by other or additional considerations than "the best interests of NAMI Texas"

2. where a director personally contracts with NAMI Texas or where he/she is a director of other organizations which are contracting with this organization

3. where a director learns of an opportunity for profit which may be valuable to him/her personally or to another organization of which he/she is a member, or to other persons known to the director

4. where a director, in any circumstance as related to NAMI Texas, puts his/her personal interests ahead of the best interests of NAMI Texas

5. where a voting member of the governing board who receives compensation, directly or indirectly, from NAMI Texas for services is precluded from voting on matters pertaining to that member’s compensation

6. where a voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from NAMI Texas for services is precluded from voting on matters pertaining to that member’s compensation.

7. where any voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from NAMI Texas, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

13.3 Procedures

13.3.1 Duty to Disclose

A. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

B. Disclosure involving directors should be made to the board chair, who shall bring these matters, if material, to the board.

C. Disclosure in NAMI Texas should be made to the chief executive (or if she or he is the one with the conflict, then to the board chair), who shall determine whether a conflict exists and is material, and if the matters are material, bring them to the attention of the board chair.
13.3.2 Determining Whether a Conflict of Interest Exists

After disclosure of the interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The board shall determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to NAMI Texas. The decision of the board on these matters will rest in their sole discretion, and their concern must be the welfare of NAMI Texas and the advancement of its purpose and will be documented in the minutes.

13.3.3 Procedures for Addressing the Conflict of Interest

A. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

B. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

C. After exercising due diligence, the governing board or committee shall determine whether NAMI Texas can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in NAMI Texas’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

13.3.4 Violations of the Conflicts of Interest Policy

A. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

B. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the governing board
or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

13.3.5 Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board’s or committee’s decision as to whether a conflict of interest in fact existed.

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

13.3.6 Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

• Has received a copy of the conflicts of interest policy,

• Has read and understands the policy,

• Has agreed to comply with the policy, and

• Understands NAMI Texas is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

13.3.7 Periodic Reviews

To ensure NAMI Texas operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

• Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining.
• Whether partnerships, joint ventures, and arrangements with management organizations conform to NAMI Texas’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

13.3.8 Use of Outside Experts

When conducting the periodic reviews, NAMI Texas may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.
13.4 NAMI Texas Board of Directors
Conflict-of-Interest Disclosure Statement

Conflicts can arise from many ordinary and appropriate activities; the existence of a conflict does not imply wrongdoing on anyone's part. But when conflicts do arise, they must be recognized and disclosed, and then eliminated or appropriately managed. Some relationships may create an appearance of conflict; those too, are important to eliminate or manage so that we may maintain public confidence in the integrity of our activities.

Name:
 Last name____________ First name____________ Middle name: _____________

Home Address:
Street:_____________ City:_______ State: ____ ZIP: _______________

Phone Numbers:  E-mail: ____________________________
Day time: __________________________
Evening: __________________________
Cell: __________________________

AREAS IN WHICH CONFLICT MAY ARISE: Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to NAMI Texas
2. Persons and firms from whom NAMI Texas leases property and equipment
3. Persons and firms with whom NAMI Texas is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property
4. Competing or affinity organizations
5. Donors and others supporting NAMI Texas
6. Agencies, organizations, and associations that affect the operations of NAMI Texas
7. Family members, friends, and other employees

NATURE OF CONFLICTING INTEREST: A material conflicting interest may be defined as an interest, direct or indirect, with any persons and firms mentioned above. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with NAMI Texas
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) in any third party dealing with NAMI Texas
3. Receiving remuneration for services with respect to individual transactions involving NAMI Texas
4. Using NAMI Texas’s time, personnel, equipment, supplies, or good will for other than
NAMI Texas approved activities, programs, and purposes

5. Receiving personal gifts or loans from third parties dealing with NAMI Texas. Receipt
of any gift is disapproved except gifts of nominal value that could not be refused without
discourtesy. No personal gift of money should ever be accepted.

Under this policy, do you have any potential or perceived conflicts of interest to disclose?
  □ No, I have no potential or perceived conflicts of interest to disclose.
  □ Yes, I have the following potential or perceived conflicts of interest to disclose:

**Conflict-of-Interest Disclosure Statement**

NAME: _____________________________________

Please initial in the space at the end of Item A or complete and initial Item B, whichever is
appropriate, complete Item C, and sign and date the statement and return it to the board chair.

A. I am not aware of any relationship or interest or situation involving my family or myself
that might result in, or give the appearance of being, a conflict of interest between such
family member or me on one hand and NAMI Texas on the other.

_______________ (initials)

B. The following are relationships, interests, or situations involving me or a member of my
family that I consider might result in or appear to be an actual, apparent or potential conflict
of interest between such family members or myself on one hand and NAMI Texas on the
other; _________________ (initials)

• For-profit corporate directorships, positions, and employment:

  ___________________________________________________________________________
  ___________________________________________________________________________

• Nonprofit trusteeships of positions:

  ___________________________________________________________________________
  ___________________________________________________________________________

• Memberships in the following organizations:

  ___________________________________________________________________________
  ___________________________________________________________________________
• Contracts, business activities, and investments with or in the following organizations:

____________________________________________________________________

• Other relationships and activities:

____________________________________________________________________

____________________________________________________________________

C. My primary business or occupation at this time:

____________________________________________________________________

I have read and understand NAMI Texas’s conflict-of-interest policy and agree to be bound by it. I will promptly inform the board chair of NAMI of any material change that develops in the information contained in the foregoing statement.

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<tr>
<th>Type/print name</th>
<th>Signature</th>
<th>Date</th>
</tr>
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14. NAMI Texas Whistle Blower Policy
(Approved 12/08)

It is the policy of NAMI Texas that employees, volunteers or other public stakeholders have an open opportunity to bring to the attention of NAMI Texas governance, allegations of wrongdoing or malfeasance on the part of NAMI Texas staff, its officers, employees, and independent contractors. This includes but is not limited to violations of law, gross waste of NAMI Texas funds or property, or abuse or neglect of fiduciary duty. Not by way of elimination but by way of explanation, these allegations will usually fall into the following categories:

- Commission of criminal offences
- Instances of regulatory non-compliance
- Issues of probity and propriety, e.g. fraud, theft, bribery, corruption and embezzlement

Retaliation towards those who report such allegations will not be tolerated. Those who retaliate, interfere with investigations, or destroy or conceal evidence will be subject to immediate disciplinary actions to the full extent of the law.

Employees, who willfully file complaints based upon information known by the employee making the allegations to be false or misrepresented, will be subject to disciplinary action or other remedies of law.

14.1 Procedures for Whistle Blower Complaints and Complaints of Retaliation

The Chairman of the NAMI Texas Audit and Finance Committee shall receive allegations pursuant to the provisions of this policy. Reports of alleged wrongdoing, should be submitted in writing, and include a verifiable name, address, and telephone number of the reporter to the Chairman of the NAMI Texas Audit and Finance Committee. Reports or allegations submitted anonymously may or may not be investigated.

The Chairman of the NAMI Texas Audit and Finance Committee or his/her designee will conduct an investigation of the complaint. Referrals shall be made to the appropriate law enforcement agencies when there is reason to believe that a crime may have been committed.

Investigations will be conducted promptly and a written report with investigative findings and conclusions shall be sent to the NAMI Texas Board of Directors within ninety (90) days of the date on which the allegations were received.
An employee or applicant who believes that retaliation prohibited by this policy has occurred must, within sixty (60) days after the alleged prohibited action has taken place, file a complaint with the Chairman of the NAMI Texas Audit and Finance Committee.

Each report of retaliation will follow the same investigative policy rule as outlined above. A prompt investigation will be conducted and a written report will be sent to the NAMI Board of Directors within ninety (90) days of the date on which the allegations were received. The Board of Directors will take appropriate action on the report’s recommendations.

In the event that the matter falls within the jurisdiction of the NAMI Texas Equal Employment Opportunity grievance procedure, and is not the result of the reporting of wrongdoing, the matter will be referred to the Human Resources Director for appropriate action.

This policy is not to be substituted or used in place of other NAMI Texas personnel policies for personnel matters other than those described above.

This policy is to be included within the Employee’s Handbook; each employee is required to read and sign it annually.
15. **Guidelines for Business Support Relationships**  
(Approved 6/16/09; amended 4/16/11)

15.1 **Introduction**

NAMI Texas enters into relationships with corporations, other businesses and professional associations to provide meaningful mission-related benefits to its members, mental health professionals and the general public. Benefits include health education, information, disease awareness, advocacy and resources.

NAMI Texas seeks and secures such direct and in-kind financial support in order to fund programs and services. Some of these funders are pharmaceutical, managed behavioral healthcare, other health related businesses or associations that make products or offer services used by people with mental illness or the professionals who serve them. NAMI Texas believes it is not only ethically sound but also equitable to engage such support of NAMI Texas programs designed to benefit people with mental illness, so long as such relationships do not compromise or otherwise inappropriately influence the policies and operations of NAMI Texas.

NAMI Texas is committed to avoiding conflicts of interest or the appearance of conflicts of interest in all of its relationships, including those with any corporate, other business or professional association funders. Therefore, the NAMI Texas Board of Directors has determined that accepting such support, as well as NAMI Texas’ relationship to these donors, shall be guided by the principles provided under the following sections of these Policies and Procedures.

15.2 **Definition of Acceptable Business Support Relationships**

The following terms help to define the nature of corporate, other business, or professional association relationships and acceptable forms of such relationships:

15.2.1 **Sponsorships**  
A “sponsorship” is a corporate, other business or professional association funder that provides unrestricted educational grants of financial or in-kind support for a specific NAMI Texas activity or program that could include peer support, education, research, awareness, and fundraising. Typically, a sponsorship provides for recognition of the entity providing the support.

15.2.2 **Strategic Alliance**  
A “strategic alliance” is an agreed-upon relationship between NAMI Texas and a corporate, other business or professional association sponsor to carry out NAMI Texas’ defined goals. Under no circumstance may the funder implicitly or explicitly use such an
alliance as an endorsement of their products or services. (An example would be where NAMI Texas provides a health education message or service that is delivered or supported by a company or association where the purpose is to improve health information, awareness and outcomes related to mental illness.)

15.2.3 Cause Marketing
“Cause marketing” is where a corporate, other business or professional association sponsor supports NAMI Texas or a particular cause formally supported by NAMI Texas by providing unrestricted financial donations, in-kind assistance or other resources. The sponsor may gain public recognition for such public support of NAMI Texas, but may not tie this support to any commercial return or other financial benefit to the sponsor.

15.2.4 Excluded Activity
NAMI Texas shall not engage in the following types of relationships with corporate, other business or professional association funders:

• **Endorsement**
  NAMI Texas will not endorse, license, certify, or in any way imply support for any sponsor’s product, service or program, including recognizing or certifying the quality or standards of any particular product, service, or program.

• **Product Association**
  NAMI Texas’ name and logo may not be associated with specific branded products. References to the NAMI Texas website, phone number or address for the purposes of referral to NAMI Texas may be permitted with NAMI Texas written approval.

15.3 Guiding Principles for Corporate Relationships

• NAMI Texas shall at all times maintain an independent position on issues affecting the welfare of people with mental illness. The potential effect of such positions on the commercial interests of any sponsor shall not be a relevant factor in the NAMI Texas decision-making process.

• NAMI Texas will solicit and accept support only for projects and activities that are consistent with its mission.

• NAMI Texas will accept funds for projects relating to the communication of information only when it has final editorial approval over content and distribution.

• NAMI Texas will neither endorse nor accept conditions that allow the perception that NAMI Texas endorses any products, devices, treatments or services NAMI Texas may require a disclaimer explicitly stating this policy be included in any publication.
• NAMI Texas will accept support for projects or programs only with assurances that the privacy of people with mental illness and their families will be protected, including requiring specific, prior written permission in order to waive such privacy.

• NAMI Texas will accept support for professional meetings and symposia only when the program content and selection of speakers are approved by NAMI Texas or an independent body designated for that purpose by NAMI Texas.

• NAMI Texas shall, at all times, maintain complete control and sole discretion over all funds received.

• NAMI Texas will ensure that programs for which it accepts funding do not adversely affect the NAMI Texas nonprofit, tax-exempt status.

• The use of the NAMI and NAMI Texas name and logo in any print, electronic or other form not produced by NAMI and NAMI Texas is not permitted without specific, prior written permission.

• Corporate, other business and professional association sponsors, as well as their agents, vendors and trade associations, are expected to work collaboratively with NAMI’s national office on issues directly affecting NAMI Texas and local affiliates.

• NAMI Texas retains sole discretion with regard to how the support it receives in the form of educational grants or in-kind gifts from corporate, other business or professional association sponsors will be applied, invested or expended.

• NAMI Texas will not accept any funding from any source with the expectation of formally adopting any policy from that source.

15.4 Affirmative Disclosure

NAMI Texas will, unless otherwise prohibited by law, disclose the sources of financial support it receives from corporations, other businesses and professional associations as listed in the annual filing of IRS Form 990, which will be posted on the NAMI Texas Web site. The completed 990 will also be distributed to the NAMI Texas Board of Directors.

Other NAMI Texas financial documents, such as Form 1023, Form 990-T, the Conflict of Interest Policy, and other governing and financial records will be available upon request.
16. Financial Policies and Procedures

16.1 Accounting Policies and Procedures  *(Approved 5/19/09)*

The board has officially adopted the following portal link as a resource for accounting policies and procedures for NAMI Texas: [http://managementhelp.org/finance/np_fnce/np_fnce.htm](http://managementhelp.org/finance/np_fnce/np_fnce.htm)

16.2 Financial

16.2.1 Fiscal

- The fiscal year for NAMI Texas shall begin on the first day of January and end on the last day of December.

- 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.

- 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).

16.2.2 Contracts

The Board of Directors may authorize any two (2) Officers or agents of NAMI Texas, in addition to the Officers so authorized by the Bylaws, to enter into any contract 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.

Contracts shall be on a ‘pay as you go’ basis unless a different arrangement is approved in advance by the Board of Directors. *(approved 9/11)*

16.2.3 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 by resolution of the Board of Directors. Payments should not exceed forty-five (45) days of due date.
16.2.4 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.

16.2.5 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 the 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.

16.2.6 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).

16.3 Gift Acceptance

16.3.1 Purpose

This Board policy serves as a guideline to staff involved with accepting gifts, to outside advisors who assist in the gift planning process, and to prospective donors who wish to make gifts to NAMI Texas. This policy is intended only as a guide and allows for some flexibility on a case-by-case basis.

16.3.2 Cash

- All gifts by check shall be accepted by NAMI Texas regardless of amount.
- Checks shall be made payable to NAMI Texas. In no event shall a check be made payable to an individual who represents NAMI Texas.

16.3.3 Publicly Traded Securities
• Readily marketable securities, such as those traded on a stock exchange, can be accepted by NAMI Texas.
• For NAMI Texas gift crediting purposes, the value of the gift is the median of the high and low prices on the date of the gift.
• Unless there are compelling reasons to the contrary, gifted securities will be sold immediately upon receipt.

16.3.4 Closely Held Securities
• Non-publicly traded securities may be accepted after consultation with NAMI Texas’ Accounting Department and appropriate attorneys.
• Prior to acceptance, NAMI Texas shall explore methods of liquidation of the securities through redemption or sale. A representative of NAMI Texas shall attempt to contact the closely held corporation to determine: an estimate of the fair market value, and/or whether there are any restrictions to transfer.

16.3.5 Life Insurance
NAMI will accept life insurance policies as gifts only when NAMI Texas is named as a specific beneficiary of the policy.

16.3.6 Gifts of Tangible Personal Property
• Gifts of tangible personal property to NAMI Texas should have a use related to NAMI Texas' exempt purpose.
• Gifts of jewelry, artwork, collections, equipment, and software shall be accepted after approval by the Board of Directors and appropriate staff.
• Such gifts of tangible personal property defined above shall be used by or sold for the benefit of NAMI Texas.
• No property which requires special display facilities or security measures shall be accepted by NAMI Texas without consultation with the Board of Directors.
• Depending upon the anticipated value of the gift, NAMI Texas shall have a qualified outside appraiser value the gift before accepting it.
• NAMI Texas adheres to all IRS requirements related to disposing gifts of tangible personal property and filing appropriate forms.
16.3.7  Bequests

Assets transferred through bequests that have immediate value to NAMI Texas or can be liquidated shall be encouraged. Gifts that appear to require more cost than benefit shall be discouraged or declined.

16.4  In Kind Gift Policy  (Approved 8/18/09)

It is the policy of NAMI Texas to accept donations of goods and services that help fulfill the organization’s goal to create or encourage events that focus on mental health educational support and advocacy, for consumers, family members, and communities throughout Texas.

16.4.1  Purpose

The purpose of this policy is to establish procedures for the acceptance, recording and acknowledgement of the donation of goods and services to NAMI Texas.

16.4.2  Definition

A Gift In-Kind is a voluntary contribution of goods and services that can be used to advance the goals of NAMI Texas. Note: Individual donors should consult their personal legal and financial advisors to determine if the in-kind gift is tax-deductible.

16.4.3  Restrictions on Gifts

NAMI Texas will accept unrestricted gifts, and gifts for specific programs and purposes, provided that such gifts are consistent with its stated mission, purposes, and priorities. NAMI Texas reserves the right to determine whether or not it will accept a gift and may consider, among other criteria, whether the terms, conditions or purpose of a gift are consistent with state or federal law, or with NAMI Texas policy or mission. (Simply, NAMI Texas is a subsidiary of NAMI National, which is the Organization under whose umbrella we operate.) All final decisions on the acceptance of the gift shall be made by NAMI Texas, subject to NAMI National for oversight as needed. NAMI Texas also reserves the right to redirect the gift to another non-profit organization if deemed more appropriate.

16.4.4  Acceptance Policy

The donor of an in-kind gift is responsible for providing written proof of the fair market value of the gift and the donor must fully complete the NAMI Texas Gift-In-Kind Acceptance Form.

For gifts equal to or over $5,000 in fair market value, the donor must provide a qualified appraisal of the gift and must submit Internal Revenue Service form 8283 to the organization for completion and subsequent return to the donor. The NAMI Texas
Executive Director and the NAMI Texas Treasurer are the only individuals authorized to sign IRS form 8283.

For gifts with a fair market value of less than $5000, if written documentation to establish the value of the gift is not provided by the donor, the gift will not be recorded in the organization’s accounting records as an asset. However, gifts of this nature will be recorded in a separate database for other reporting purposes, as deemed necessary by the Executive Director.

NAMI Texas will enter the gift into its accounting records once the *Gift-In-Kind Acceptance Form* and all backup paperwork have been submitted. The organization will issue an acknowledgement to the donor that contains a description of the contribution but will not include a statement as to the value of the contribution unless proper valuation is determined in writing.

The acknowledgement will also contain a statement as to what, if any, goods or services were given in exchange for the contribution. NAMI Texas will not issue an acknowledgement for gifts that cannot be used. Examples might include outdated computer equipment or unusable office supplies. If the Gift-In-Kind is a vehicle, before NAMI Texas can accept the gift, the organization must first deem the vehicle acceptable for use. In addition, individuals donating vehicles must furnish an IRS Form W-9 and a copy of the vehicle title to NAMI Texas.

In-kind gifts of professional services are gratefully received. Those services must represent the donor’s personal or organizational expertise and be outside the general volunteer duties and responsibilities assumed by members of NAMI Texas, and its Organizing Committee(s). Legal, auditing, computer-related or trade related services will be accepted at no more than the fair market value for each billable hour. An itemized invoice would serve as appropriate documentation in this instance. The Executive Director and Treasurer will determine whether donated time by professionals should be recorded as recognizable transactions and integrated into the accounting records of NAMI Texas.

### 16.4.5 Procedure

1) When presented with a potential gift-in-kind, NAMI Texas will first assess if the gift meets the acceptance policy before a commitment is made to accept the gift. The donor should be informed about our requirement to have the donor furnish written proof of the fair market value of the gift.

2) If the donor has questions about what types of documentation we will be accepted to determine the fair market value, the donor should be referred to IRS publication 561, determining the Value of Donated Property.

3) If the gift is deemed acceptable, then the individual taking physical possession of the gift should offer an immediate and sincere expression of gratitude.
4) The donor should be given a Gift-In-Kind Acceptance Form and the donor should be encouraged to complete the form at that time and turn it in with the documentation as to the fair market value. The Gift-In-Kind Acceptance Form must be turned in no later than one month following the gift date, or August 31st – whichever comes first.

   a) The individual accepting the gift cannot offer tax advice or dictate the value of the contribution.
   b) The value is for NAMI Texas internal gift reporting only. The donor’s receipt and/or acknowledgement will not indicate value in any way that could be construed as an endorsement of its value.
   c) Unless items are new and recently purchased, the full purchase price is not considered the fair market value and receipts for the purchase of the gift will not be accepted as proof of the fair market value.

5) Once the Gift-In-Kind Acceptance form and documentation about fair market value have been received by NAMI Texas, the gift will be recorded in the organization’s accounting records upon approval of the Executive Director, and Treasurer, and the appropriate thank you letter and gift acknowledgement will be generated.

6) This policy will supersede any references to “gifts”, or “in-kind gifts”, referenced in the NAMI Texas policies and procedures manual.

7) This policy is subject to any revisions deemed necessary by the Executive Director and the Board of Directors.

16.5 Investment/Reserve/Charitable Gift Annuity/Endowment Funds Investment Policy (Approved February 2, 2011)

16.5.1 Purpose

The purpose of this investment Policy Statement is to establish a clear understanding between the Finance Committee, NAMI Texas staff, and investment consultants about the investment philosophy, objectives and policies applicable to the NAMI Texas investment portfolio. It should be noted that as of the date of this writing (January 2011) that NAMI Texas is not in a cash position to establish any type of investment vehicle outside of a money market interest bearing account. Additionally, NAMI Texas will only be able to establish an investment portfolio in the future with funds that are classified as unrestricted.

16.5.2 Investment policy statement:

1. Establishes reasonable expectations, objectives and guidelines for the investment of assets;
2. Sets forth an investment structure listing permitted funds and associated investment assumptions for each fund;
3. Describes the allowable asset classes and expected allocation among asset classes;
4. Encourages effective communication between Staff, Consultants, and the Audit & Finance Committee; and
5. Creates the framework for a diversified asset mix that can be expected to generate acceptable returns at a suitable level of risk and meet all legal requirements.

16.5.3 Overview

The NAMI Texas Audit & Finance Committee authorizes the establishment of four investment funds when unrestricted dollars are available for such funds.

16.5.4 Investment Fund

The Investment Fund is expected to maximize the return on funds that are not immediately needed for operations but are not set in reserve. The investment time frame for the Investment Fund is one year or less. A periodic review of the operating accounts will be made by the accounting staff. When demand deposit operating balances exceed two months operating expenses of the annual budget, the funds exceeding that ceiling will be transferred and invested in the Investment Fund. Any transfer of funds from the demand deposit operating accounts, to or from the Investment Fund, requires notification of the Treasurer. Again, only unrestricted funds can be used for the establishment of an investment fund.

16.5.5 Reserve Fund

The Reserve Fund is used for investments held in reserve that are designated and restricted by the NAMI Texas Board of Directors. This Reserve Fund should be equal to or greater than 25% of the current fiscal year total unrestricted operating expenses. If the reserve fund equals less than 25% of unrestricted operating expenses, contributions of 50% of the annual gross unrestricted cash receipts should be allocated to the Reserve Fund to meet the shortfall. NAMI Texas will first establish this fund prior to any other investment fund(s) when the cash assets are available to start such a fund.

16.5.6 Authority

The Finance Committee of NAMI Texas will act as a fiduciary with regard to investing the assets of NAMI Texas. The Audit & Finance Committee will retain a certified investment consultant, a "prudent expert," to assist with the management and the day-to-day review of the invested assets.

Authorized Decision Maker: Finance Committee and the Board of Directors full approval by majority vote.
16.5.7 Investment Consultants

To be chosen by the Board of Directors.

16.5.8 Overall Investment Target

The overall investment objectives for the aggregate investments under this Investment Policy Statement shall be to achieve an average annual rate of return that equals the Consumer Price Index plus 5%.

16.6 Flexible Budget Policy (Approved, Dec. 2, 2009)

16.6.1 Background: Currently NAMI Texas uses a fixed budget methodology. The definition of a fixed budget is as follows: A fixed budget is made without regarding potential variations in business activity. Such budgeting might be effective for companies with low variable costs, but otherwise is likely to be inaccurate for companies that may have variations either in revenue or expenses.

16.6.2 Definition:

This policy changes historical fixed budgeting to a flexible budgeting. The definition of a flexible budget is as follows: A budget that provides alternative sets of budget estimates to be used under the different circumstances that may arise during an accounting period.

16.6.3 Objective: This policy will allow the President, Executive Director, and Treasurer the ability to publish a budget at the beginning of each physical year, (currently January 1st). The budget would remain in effect as published. When there is a material change, either in PROJECTED expenses or revenue, a flexible budget will allow for adjustments ONLY TO PROJECTED values. This information would be presented to the executive committee, which in turn would have the authority to modify the budget to ensure accuracy. Please note: changes can only be made to budget PROJECTIONS, and only under special circumstances that arise that may cause the budget to become inaccurate as published.

16.6.4 Changes: If material change (s), errors or contractual adjustments are identified the following process should take place:

a. Changes will never be allowed because of performance-based shortfalls.

b. The change is required because the PROJECTED revenue or expense item is no
longer valid and cannot be changed under a fixed budget policy.

c. All changes can only occur to items/amounts that are non-recognizable under current generally accepted accounting principles. These principles define transactional recognition.

d. The executive committee has determined that the items to be changed will not misrepresent the budget as originally approved by the board of directors.

e. The executive committee will make every effort to protect the original budget goals when making a decision to alter budget information to improve the accuracy of the budget.

f. Finally, the accuracy of the budget is the overwhelming intent of this policy.

16.6.5 Compliance: NAMI Texas will further adopt a conservative approach to ensure budget compliance:

Generally accepted accounting principles (GAAP), and the Financial Accounting and Standards Board (FASB) provide guidance with regard to overall accounting principles. In some situations these principles are violated by budget projections. However, the principle of conservatism would be to apply these standards even to budgeted financial statements. NAMI Texas will attempt when publishing annual budget(s) to adhere to these standards. This would be the most conservative approach to managing and implementing a flexible budget process.

16.6.6 Modification: This policy is subject to modification as deemed necessary by the board of directors for NAMI Texas.


16.7.1 BUSINESS LINE OF CREDIT DEFINITION:

A business line of credit is a commitment by a bank to lend funds to a borrower up to a specified amount over a specified future period. Lines of credit are reviewed annually, and do not require fees or compensating balances unless the line is guaranteed by the lender. Bank lines are considered good until further notice and may be withdrawn at the bank's option. When the borrower is officially notified of the credit available, the line is referred to as an advised line. When the maximum credit is kept internal by the lender, and not disclosed, it is a guidance line. In a commercial line of credit, the borrower is usually required to keep 10%
to 20% of the available line in a compensating balance.

16.7.2 SCOPE:
This policy will give the board of directors, and the Executive management team, guidelines to ensure proper financial analysis and verification prior to requesting the use of the organization’s established line of credit. This policy will attempt to establish specific procedures used by the Executive Director, and the Board of Directors, to access or draw down on the business line of credit when deemed necessary. To access the business line of credit, for cash advances, the board must have a majority vote of approval as tabulated by the President.

16.7.3 STATEMENT OF RISK
Potential risk: When using a line of credit for expenditure disbursement obligations; the primary risk involved is when the organization draws down debt, in the form of cash, as a credit advance from the bank prior to future cash flows/receivables being received. Therefore, the risk can partially be managed by ensuring proper review of future cash flows. If a thorough review of the future cash flows/receivables is not done, or not done properly, the organization can be put at risk. This could potentially evolve into the organization defaulting on the line credit. Using proper verification and validation methodologies, the organization can avoid a scenario that would cause a default with no ability to re-pay the bank for advances in the form of cash.

16.7.4 FUTURE CASH FLOWS (RECEIVABLES)
Future cash flows and receivables: A future cash flow is a receivable that is payable to the organization in the future, and in the form of cash to NAMI Texas.

16.7.5 VERIFIED FUTURE CASH FLOWS (RECEIVABLES)
Verified future cash flows (receivables): A verified future cash flow(s)/receivable(s) is a future payment to be received, and is a legal obligation by a paying source to remit cash to NAMI Texas within a specified period of time. This amount is verified using a system of verification by specified officers serving within or for NAMI Texas. The verification process is the key to eliminating risk when using the line of credit. A verified receivable or dollar amount is an amount that is verified through data collection by the Executive Director, President, and Treasurer. This will require that all decision makers thoroughly examine pertinent information regarding receivable(s)/future cash flow(s). This will include, but may not be limited to, a detailed financial disclosure of information regarding an amount owed to NAMI Texas. The determination is based on information provided, and the ability of each officer to validate that the future payment will in fact be made, given all the information presented and verified.
16.7.6 **PROCEDURE:**

1. The Executive Director and Treasurer will identify the need to use the line of credit to fulfill future obligations in the form of expenditures of cash.

2. The Executive Director and Treasurer will determine which future cash flows/receivables will be used to pay back the amounts drawn down from the line of credit.

3. The Executive Director will provide the above information to the President and to all members of the Executive Committee for their review.

4. The Executive Director and the Treasurer with the recommendation of the Executive Committee will validate the future cash flows and receivables that will be used to repay the line of credit. After this validation occurs the President and the Treasurer will also verify that the future cash flows/receivables are accurate through contractual review and direct contact if possible with the paying source. The paying source will have to verify the intent to remit the full amount stipulated in the receivables report.

5. At any point during this process if the future cash flows or receivables are determined to be unverifiable, the line of credit draw down or use should be denied, and not brought before the full board for a majority vote.

6. If approval is given by the board for the use of the line of credit, the Secretary will provide an estimated “date of pay off” to the Treasurer. The Treasurer will note this as an action item on each Treasurer’s report to ensure full board disclosure and follow-up to ensure timelines are kept with regard to re-payment.

7. Finally, if the officers after using the above procedures validate a risk with regard to any receipt of receivables and future cash flows; or if they determine that the possibility exists that the receipts/receivables may become encumbered, the board should reject any request to use the line of credit.

8. **NOTE:** After the above procedures are followed, the board of directors will vote based on the facts presented to the board. A majority vote is required for approval to use the line of credit. A passing majority vote is defined in the bylaws of NAMI Texas in Article VI, Section 4.

16.7.7 This policy will be reviewed at least annually for compliance with NAMI Texas goals with regard to operational cash liquidity. Additionally, the Treasurer will meet with the lending source annually to update the bank’s records. The Treasurer will ensure the lending institution is updated with the latest financial statements and federal tax returns. This should eliminate any risk of losing the line of credit due to inactivity.
17. NAMI Texas Executive Compensation Policy *(Approved 4/16/11)*

*Drafted to comply with the rebuttable presumption in Treas. Reg. § 53.4958-6 of the Excess Benefits Regulations and to address revised Form 990, Part VI, Section B, question 15.*

I. Purpose:

A. To assure that NAMI Texas is able to retain high quality executive leadership of NAMI Texas by providing reasonable compensation.

B. To assure that decisions regarding executive compensation are made through a process free of potential conflicts of interest.

II. Persons whose compensation is subject to this policy:

The Executive Director’s compensation shall be reviewed under this policy. In the event that additional executives are hired by NAMI Texas then this policy shall apply according to the requirements outlined IRS Regulations regarding Form 990 VI, Section B, question 15.

III. Human Resource (HR) Committee:

A. The HR Committee of the board is authorized to make recommendations to the Executive Committee regarding executive compensation.

B. Only those members of the HR Committee who are free of significant conflicts of interest may be involved in evaluation of executive compensation.

C. The HR Committee should, to the extent reasonably available, rely upon appropriate data as to comparability prior to making its recommendation, and shall contemporaneously place such data and other reasons for its recommendation in the minutes. If the HR Committee does not have data as to comparability, it shall document any other bases for believing the proposed compensation is reasonable.

D. The HR Committee shall make this determination annually.

IV. Final Board Action:

A. The Board shall review and approve executive compensation, after a review of comparability data or other evidence that compensation is reasonable, and shall contemporaneously substantiate its deliberation and decision in the minutes.

B. Only those directors who are free of significant conflicts of interest may vote on executive compensation.

NAMI Texas shall use the process and forms in “How to Evaluate the Executive Director” published by Greenlights for Non-Profit Success of Austin, TX (www.greenlights.org) which complements the Goals and Accomplishments currently in place and facilitates collecting both a self-assessment from the Executive Director and 360 feedback from Board, staff, and selected others who work with the Executive Director. The Board, staff, and others will be asked to respond to the same set of questions, but the forms will be labeled “Board” or “Staff” or “Others” to aid the Secretary of the Board in collating and summarizing the results, which will remain confidential.

The job performance review will be conducted annually by at least three of the elected Officers of the Board and/or members of the Human Resources Committee appointed for this purpose by the President. The Job Performance Review Committee will preferably meet in person with the Executive Director in January to conduct the review. In addition, a mid-year goals review to update and modify the goals will be conducted by the President with input from others as he/s he chooses.

In FY2011 only, the review of the Executive Director’s 2010 performance will be conducted around the time of the April 2011 in-person BOD meeting and will be based on her written goals and accomplishments, her self-assessment, and the Board input from the Greenlights form. In FY2012 the review of the Executive Director’s 2011 performance will be expanded to include input from the staff using the Greenlights form and may be conducted preceding or around the time of the January 2012 BOD meeting.

The purpose of the performance review is to recognize the Executive Director’s strengths and accomplishments, to assist the Human Resource and Executive Committees with compensation decisions, and to identify areas for professional development for the Executive Director. Accordingly the performance review, along with the NAMI Texas strategic plan and the updated job description, is a primary tool to aid the Executive Director in setting goals for the subsequent year.

A proposed timeline for the performance process is in a separate document.

(Revised March 6, 2011 and approved by Human Resources Committee March 10, 2011
Approved by the Board of Directors in Houston on April 16, 2011
Reformatted by Andrea Hazlitt at the request of Bylaws & Governance Committee July 17, 2011)
<table>
<thead>
<tr>
<th>Month</th>
<th>Board Actions</th>
<th>Human Resources Committee and/or President Actions</th>
<th>Executive Director's Actions</th>
</tr>
</thead>
<tbody>
<tr>
<td>January</td>
<td>HRC recommends Compensation action to Exec. Com.</td>
<td>finalize goals with ED</td>
<td>Preferably before the January BOD mtg, give goals to Officers; only goals related to Strategic Plan are shared with entire Board. Goals typically cover the period Jan through Oct</td>
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<td>February</td>
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<td>March</td>
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<tr>
<td>April</td>
<td></td>
<td>President reviews progress on goals with ED &amp; updates goals as needed</td>
<td>In April review goals with President and suggest updates as needed</td>
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<td>May</td>
<td></td>
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<tr>
<td>June</td>
<td>Revise Strategic Plan as needed</td>
<td></td>
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<tr>
<td>July</td>
<td></td>
<td>President reviews progress on goals with ED &amp; updates goals as needed</td>
<td>2 weeks prior to August BOD mtg, propose new budget for next fiscal year; in July review goals with President and suggest updates as needed</td>
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<tr>
<td>August</td>
<td>Approves budget for next fiscal year</td>
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<td>September</td>
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<td>October</td>
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<tr>
<td>November</td>
<td>2 weeks after annual conference, BOD members provide input on Greenlights form; HRC reviews and updates Job Description as needed</td>
<td>Secretary collects and summarizes Confidential input from Board, staff and others who interact regularly with ED</td>
<td>2 weeks after annual conference, written accomplishments and completed self-assessment due to President and Secretary</td>
</tr>
<tr>
<td>December</td>
<td>BOD reviews and updates Strategic Plan as needed</td>
<td>the HRC appointed by the President shall with the President review performance input and provide a written summary to ED, then meet with ED to discuss the summary and suggest new goals</td>
<td></td>
</tr>
</tbody>
</table>
19. Policy on NAMI Texas Websites, E-groups lists and Facebook accounts

All NAMI Texas Websites, E-groups and Facebook internet accounts shall be owned by NAMI Texas. The NAMI Texas Executive director will be the chief administrator of all NAMI Texas Websites, E-groups and Facebook accounts.

The Executive Director will be assisted by other member(s) called moderators so that the accounts operate properly on the internet.

- Moderators shall consist of NAMI Texas staff AND someone who is a volunteer or board member and has experience with Websites, E-groups and Facebook.
- Moderators shall have limited access to be able to preserve the operation of the site.
- Moderators will have the authority to add and delete members of the group.
- Moderators will have the authority to rule on messages that are not within the guidelines of the group.

The Board of Directors shall provide in the Policy and Procedures Manual specific procedures on how these decisions shall be made.
20. **NAMI Texas Public Policy Priority Development Process**

NAMI Texas endeavors to represent and coordinate Texas legislative issues that are the public policy interests of all NAMI Texas members. NAMI Texas will be much more effective in advocating to the Texas Legislature if it can credibly assert that it represents all NAMI members in Texas. As a grassroots organization, NAMI Texas shall provide the opportunity for the members of each Texas Affiliate to be involved in developing the platform that it takes to the Texas Legislature. The purpose of these procedures is to facilitate the development of that platform in concert with NAMI Affiliates in Texas, and to enable NAMI to provide an effective and unified effort for beneficial legislation that will promote NAMI objectives.

20.1 The following process is suggested to elicit information and set priorities from the grassroots level to establish the NAMI Texas legislative priorities, with the understanding that this process is optional based on the capacity of each affiliate. Some Affiliates may choose to implement only portions of the process as described below. Each affiliate that is interested in offering input for the public policy platform to the Public Policy Committee (PPC) of the NAMI Texas Board shall determine a reasonable path for gathering information from its membership on public policy priorities. The Board of any Affiliate that chooses to send policy issues to the PPC shall ratify its Affiliate’s submission before forwarding it to the PPC. Some suggestions of methods for Affiliates to develop public policy recommendations are as follows:

**Local Affiliate advocacy committee:**

- Appoint an advocacy chair and co-chair and form an advocacy committee for the Affiliate using the Affiliate’s usual committee and chair appointing procedures.

**Local Affiliate policy priority assessment:**

- The local advocacy committee may work with the Affiliate President and/or staff on gathering information from their membership on public policy priorities.

- Affiliates choosing to complete an optional assessment may survey their membership on public policy priorities.
  - These surveys may be done online when possible using Survey Monkey or a similar online methodology, but paper copies should also be offered at meetings for those without access to a computer.
  - The survey would list issues based on:
    - what members discuss in meetings or in calls to NAMI
what assistance needs members express

the content of calls coming into the Affiliate’s office, including complaints about local systems or lack of resources

- The survey will provide a means of asking members to select and prioritize those issues surveyed and members would have an opportunity to write in a concern or issue that was not listed.

- Local Affiliates may also choose to host a town hall meeting to discuss priorities. Feedback from local town halls may be submitted in writing to the NAMI Texas PPC by providing a summary document.

- General membership meetings could provide education on the issues selected. As the Affiliates become more educated, members’ opinions may change or become more in-depth and detailed.

- Member responses should be collated and brought to the Affiliate board for approval before forwarding to the NAMI Texas PPC.

20.2 Public policy survey results – Engaging the Membership

Policy

- The NAMI Texas PPC will set a timeline during even numbered years, which are the interim years between legislative sessions, for the submission of input by the Affiliates and the development of the NAMI Texas Public Policy Platform. The timeline shall be based on the need to prepare the NAMI Texas approved legislative priorities on a schedule that takes into account the political climate and the emerging issues of the year in question.

- Once the timeline is communicated by the NAMI Texas PPC to the Affiliates, utilizing standard communication means with Affiliate Presidents or their designees,

  - Participating Affiliates will conduct and complete surveys

  - Participating Affiliates will send the collected survey data to the NAMI Texas PPC in any reasonable manner, including letter, email, facsimile, or telephone

  - NAMI Texas shall set, and communicate to Affiliates, the deadline for submitting local Affiliate board’s recommendations to NAMI Texas and the preferred method of communication.
• NAMI Texas PPC will evaluate information given to them by the Affiliates. The process by which this evaluation is completed will be transparent. Commonalities will be identified and these will be used to develop the draft NAMI state legislative agenda. This draft state agenda will be communicated back to the Affiliates via email with requests for comment.

• The PPC will also identify and evaluate any potential conflicts between State and Affiliate priorities. If any conflicts are identified, the PPC will meet with the Affiliate to discuss and resolve the conflict.

• The NAMI Texas PPC will discuss and organize the issues that have been identified by the Affiliates and update the list or reprioritize as needed.

• The PPC will prioritize legislation that is applicable state-wide or that would have importance in most communities of the state. The NAMI Texas Public Policy Platform may include more issues, but the NAMI Texas PPC will select the priority issues to focus resources on promoting.

• Any Affiliate may exercise its right to raise or take a position on any and all issues within its city, county, or region in order to address local needs.

• If conflicts arise between the policies or legislation supported by NAMI or the state organization and those of any Affiliate, the conflicting policy or legislation will be reviewed by the NAMI Texas PPC and discussed with the local Affiliate(s)’ leadership. If the conflict cannot be resolved after such a discussion, mediation may be recommended. Local Affiliates or the state organization have the right to endorse, promote or remain silent on proposed issues. However, at no point in time shall any state organization or local Affiliate denigrate any NAMI or NAMI Texas proposed legislation.

• Fiscal and political realities will be considered when determining the final NAMI state legislative agenda and priorities. If these realities result in making any changes to the state legislative priorities, a conference call will be held with participating Affiliates to provide a complete explanation, which will subsequently be made available in writing, as to why these changes are recommended and to solicit feedback on the changes from the participating Affiliates.

• NAMI email groups may be used for discussion of public policy priorities.

• The NAMI Texas PPC will meet as needed during the legislative session and members of the PPC will report back to their area Affiliates about the progress of the legislative agenda.
• NAMI Texas will utilize existing conference calls, such as the Affiliate Presidents’ call, to update affiliates on legislative matters.

20.3 Procedure to Determine Priorities

• Affiliates will gather information through surveys, town hall meetings, etc., and send their public policy issues and recommendations to the NAMI Texas PPC according to the PPC’s set timeline during even numbered years between legislative sessions.

• The PPC will organize the issues submitted by the Affiliates into categories and rank them by the number of times the issue is listed as of interest. The PPC will maintain documentation of the recommendations received from the Affiliates and will provide records upon request to any participating Affiliate.

• The NAMI Texas PPC will determine where contradictions or conflicts occur between policy priorities from Affiliates and will recommend modifications, if possible, to achieve agreement between conflicting elements.

  --State and/or local public policy committees will educate the membership regarding how the proposed modifications meet the essence of the concerns originally expressed by local Affiliates.

  --If public policy contradictions or conflicts continue, the NAMI Texas PPC and three representatives of the Affiliate supporting the conflicting policy, at least one of whom shall be a board member of that Affiliate, will work toward compromise. If resolution is still not achieved, a neutral mediator will be engaged.

20.4 Procedure to hire legislative liaison(s) or lobbyist(s)

The state organization may choose whether to hire a lobbyist or legislative liaison. If the decision is made to hire a lobbyist the following procedure will be implemented.

• A hiring committee will be appointed by the NAMI Texas President to include the Executive Director, the NAMI Texas PPC chair, one other member of the NAMI Texas Board of Directors, one other member of the NAMI Texas PPC, and at least three representatives from local Affiliates.

• The hiring committee will develop the interview questions and criteria on which each candidate will be evaluated.

• At least three candidates will be interviewed using a consistent process.

• The hiring committee will vote for candidates. The candidate with the most votes will be recommended for hire to the Executive Director and Board of Directors of NAMI Texas.
20.5 Educational Process

- Educational content of local Affiliates’ general membership meetings may address the issues identified by the members through the various processes outlined above in soliciting member input on policy issues and priorities. As members become more educated on policy issues, their opinions will evolve and their concerns and questions are likely to become more in-depth and detailed, which will lead to more robust Affiliate input to NAMI Texas on public policy priorities.

- More on what NAMI Texas will do to provide educational opportunities for Affiliates.
  
  o NAMI Texas will use its on-line blog to educate Affiliates on public policy issues.
  
  o NAMI Texas may use designated email groups for education on policy issues.
  
  o NAMI Texas may use the scheduled conference calls, such as the Affiliate President’s call, to educate Affiliates on the issues, or invite designated Affiliate representatives to attend specific PPC meeting conference calls that concern issues of special interest to them, or schedule specific calls to educate the Affiliates on the Public Policy priorities or special public policy issues.
  
  o NAMI Texas may use any other reasonable means to educate Affiliates on the issues.

20.6 Membership in the NAMI Texas PPC

Affiliates may recommend a member from their Affiliate to serve on the NAMI Texas PPC. The recommendations may be forwarded to the PPC, or the NAMI Texas Board, or the NAMI Texas President. However, the composition of the NAMI Texas PPC is the prerogative of the NAMI Texas Board, and members will be appointed according to the NAMI Texas governing documents. NAMI Texas will seek to balance the PPC by including members, when possible, from each NAMI Texas region and to represent the major urban areas of the state. Affiliates’ governing documents will determine how they select candidates to recommend for membership in the PPC.
Attachment 2:

**NAMI Texas**

**Affiliate Outreach Contact Guide for Board of Directors**

The following is suggested as a guide for Board of Directors members of NAMI-TX when they conduct outreach calls to NAMI-TX affiliates in their assigned region.

The purpose of our calls to representatives of our affiliate network is fourfold:

- To establish and maintain positive lines of communication between the state organization and its affiliate network;
- To establish a support relationship between specific board members who are regional representatives to affiliates and to the affiliate leadership within their assigned region;
- To create points of identification between the affiliate and state organization which offer benefits to all.
- To further the fundamental mission of the National Alliance on Mental Illness and promote grass roots advocacy for improved care and treatment of persons affected by mental illness.

To further this purpose, Board members may use the following process for contacting affiliate leadership:

1. Initiate contact with affiliate contact person- introduce yourself and provide concise statement of who you are as a regional representative for the NAMI-TX Board.
2. Ask if you are calling at a convenient time. If not, ask if there is a better time for you to share some information with them. If necessary to call them back let them know that you will contact them again to share the information and see if there is anyway in which NAMI-TX or you as their representative can help them.
3. If time is convenient, indicate that you are contacting them at the request of the Affiliate Outreach Committee of the Board to see if there is
   - any way in which you might be of assistance to them,
   - provide them with information specific to: Conference break out sessions for affiliate development, etc.
   - and just to see how things are going with them and their affiliate.
4. You should practice good listening and empathy skills and try to elicit information from them about leadership or other support needs.
5. If they are in need of information or have concerns to discuss, ask if you can get back to them or have a member of the Affiliate Outreach Committee contact them with further suggestions or help.
6. Try to maintain a real conversational air to the call, not a survey tone. However, before closing the call be sure to verify contact information and the names and pertinent information of any other affiliate person that this contact person feels you should be speaking with as well.

7. If possible, see if the contact person would be willing to participate in conference calls for technical support and if so, provide them with the information on how to participate in a conference call, and give them the schedule for Affiliate Presidents Conference Calls.

8. Always thank them for their time and commitment to NAMI and close with a reinforcing statement that you are there to be of assistance to them if they need to talk to someone.
Attachment 3:

NAMI Texas
*Instruction Guide for Affiliate Presidents Conference Calls*

The Affiliate Presidents Conference Calls will be scheduled on the 3rd Thursdays of each month from 12:00 noon to 1:00 p.m., subject to change by the Affiliate Presidents.

To submit items for the agenda, email the Executive Director, Robin Peyson, at rpeyson@namitexas.org or call 512-693-2000 or 1-800-633-3760.

To participate in the conference calls, use the following numbers:

Dial 1-866-305-2467. This will connect you with the conference center.
Once connected with the conference center, enter the following pass code followed by the # sign. **469402#**

This pass code will connect you to the call so that you can participate.
### Attachment 4:

**NAMI TEXAS: IN KIND DONATION FORM For NAMI TEXAS Board Members**

Please use this form to record your service on the Board of Directors of NAMI Texas, on a quarterly basis. For the value of your volunteer labor, use either $16.36 for general volunteer time or the professional rate of $30.44 for time spent during Board Meetings. (This is the Austin Area Department of Labor Average Hourly salary as of May 2009 for general and administrative support as well as financial, managerial respectively) For mileage, use the IRS 2011 mileage rate ($0.14/mile) and please attach a specified trip beginning location and destination (and note if it was a one way or round trip). This word document can be filled out directly and emailed to kjaime@namitexas.org (preferred) or mailed to Kristalle Jaime 2800 South IH 35 Austin, TX. 78704.

Thank you for your generous contribution of time and effort.

### Salaries and Related Expenses

<table>
<thead>
<tr>
<th>Description</th>
<th>Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board Meetings (hours _______)</td>
<td></td>
</tr>
<tr>
<td>Meeting Preparation (hours _______)</td>
<td></td>
</tr>
<tr>
<td>Other (Specify ________________)</td>
<td></td>
</tr>
</tbody>
</table>

**Subtotal:**

### Travel and Meeting Expenses

<table>
<thead>
<tr>
<th>Description</th>
<th>Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mileage (______________)</td>
<td></td>
</tr>
<tr>
<td>Airfare, Train fare, or public transportation</td>
<td></td>
</tr>
<tr>
<td>Car Rental</td>
<td></td>
</tr>
<tr>
<td>Meals</td>
<td></td>
</tr>
<tr>
<td>Lodging</td>
<td></td>
</tr>
<tr>
<td>Other (Specify ________________)</td>
<td></td>
</tr>
</tbody>
</table>

**Subtotal:**

### Non-Personnel Expenses

<table>
<thead>
<tr>
<th>Description</th>
<th>Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>Supplies</td>
<td></td>
</tr>
<tr>
<td>Copying, Printing, Postage, etc.</td>
<td></td>
</tr>
<tr>
<td>Other (Specify ________________)</td>
<td></td>
</tr>
</tbody>
</table>

**Subtotal:**

**Grand Total:**

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NAMITXBODOPS/2015 69
Attachment 5:

NAMI Texas
Gift-In-Kind Acceptance Form

Date: ____________________, ___________

Authorized NAMI Staff Member Accepting the Gift:________________________________________________________

Donor Contact Phone:_____________________________________________________________________________________

Location where gift will be transferred to NAMI:_____________________________________________________________________________________

Donor Information:

Name of company or individual making donation:_____________________________________________________________________________________

If company, please furnish contact person’s name and title:_____________________________________________________________________________________

Address:_____________________________________________________________________________________

Phone Number:_____________________________________________________________________________________

E-mail address:_____________________________________________________________________________________

Does the donor wish to remain anonymous?_____________________________________________________________________________________

Gift Information - Attach a copy of vehicle title if vehicle or boat

Description of gift - include serial/VIN #, brand, make, model, model #, etc.: Fair Market Value

1. ________________________________________________________________________________________________

2. ________________________________________________________________________________________________

3. ________________________________________________________________________________________________

4. ________________________________________________________________________________________________

5. ________________________________________________________________________________________________
Acceptance of Gifts or In-Kind merchandise shall be conditional upon completion of this application and verification of the valuation. All registration, valuation and title papers must accompany all donations or gifts at the time of acceptance. Donors must establish monetary value for their tax purposes by proof of purchase price (if new), certified appraisal or other legal instrument deemed acceptable by law. As the legal owner or authorized agent, I do hereby give, transfer and assign all ownership rights to the property listed on this application.

Signature of Owner/Agent:

__________________________________________________________________

Print name of NAMI Texas or name/Title of NAMI Texas employee receiving this donation:

__________________________________________

Signature of NAMI Texas individual receiving this donation:

(Note: In order for any gift to be properly recorded, the donor is asked to provide documentation as to the current Fair Market Value of the item(s). For help determining Fair Market Value, please refer to IRS publication 561 Determining the Value of Donated Property. For gifts with a fair market value of $5,000 or more, the donor must also submit IRS form 8283.)

Please also note that nothing in this document is intended to supplant or over-ride any IRS rules, regulations, or statements of any kind.

Send this form and supporting documents to:

NAMI Texas
2800 South IH 35
Suite 140
Austin, TX 78704

Questions? Call 512.693.2000 ext. 111
Attachment 6:

NAMI Texas Election FAQ Sheet

1. **Q - Why does a family membership get 5 people as members but only one vote?**
   A – The bylaws of NAMI Texas specify the types of memberships available and the number of votes. The bylaws specify that if you pay for one membership, you get one vote. There is really not a “Family Membership.” If all five people in the family want to vote, then the family needs to buy 5 memberships.

2. **Q - How does NAMI Texas decide which person in the family gets to cast the vote?**
   A – NAMI Texas doesn’t decide. The person indicated by the affiliate as the Voting Member is the one listed with NAMI Texas. If a person pays for a membership online, then that person is the Voting Member.

3. **Q – What if I want to vote my preferences which may not be the way the rest of my family wants to vote?**
   A – If the rest of the family wants to vote, they should get their own membership. According to the NAMI Texas Bylaws, in addition to the regular membership dues, “Members may become members through an “Open Door” policy that allows for a reduced dues payment. ‘Open Door’ members shall have all the rights and privileges of members who pay full dues.”

4. **Q – Does the election committee know who and how everyone voted?**
   A – Yes and No. The committee will track who voted but not how they voted. We use the secret ballot concept.

5. **Q – Can we write in our friends name for an office?**
   A – Yes, just please write neatly so we can read the name.

6. **Q – Can I show my ballot to someone else to help me vote?**
   A – If you need someone’s help for you to vote, both of you should come to the election table together to get your ballot. Tell the election workers that you need help with your ballot and then remain in view of the election workers. We are just trying to make sure no one tries to make you vote in a way that is not in your best interest. You do not have to stay at the election table, but please stay in view of the election workers.

7. **Q – Can I help you count the ballots?**
   A. No, the election committee along with some of the board of directors not running for re-election will count the ballots.
Attachment 7:

Affiliate Dissolution Checklist  (This checklist is sent to affiliates that indicate an interest in dissolving.)

If you have made the decision to close your affiliate, there are a number of things you need to take care of in order to tie up the loose ends. This document includes a simplified checklist to help guide you through the process. You may also consider seeking outside counsel during this process.

Within 3 months of your affiliate’s decision to dissolve, please fill out this form and return it, along with the other indicated materials below, to the NAMI Texas office at:

NAMI Texas, 2800 I-35 S Austin, TX 78704

Affiliate Name: ______________________________ Board Member: ____________________
Phone: _______________________ E-mail: ______________________________________
Date: _________ Board Member Signature: ______________________________________

☐ Document (in board meeting minutes) the result of your affiliate’s vote to dissolve
☐ Draft a Resolution to Dissolve
☐ Inform NAMI Texas about your affiliate’s official decision to dissolve
☐ Notify affiliate members in writing about the decision to dissolve
☐ Notify all known creditors and claimants about your affiliate’s decision to dissolve
☐ Update financial statements and pay outstanding bills/debts
☐ Adopt a plan for distribution of assets (Remaining funds should be sent to a 501(c)(3) organization)
   ☐ NAMI
   ☐ NAMI Texas
   ☐ NAMI Affiliate: _____________________________
☐ File Articles of Dissolution with the Texas Secretary of State’s Office (requires a small filing fee)
☐ Keep the Certificate of Dissolution (from the Texas Secretary of State’s Office) with affiliate records
☐ Submit Form 990 & related materials to notify the IRS about dissolution, if affiliate is 501(c)(3)
☐ Determine which licenses and permits require action and which ones can lapse over time
☐ Terminate contracts (ex. leases, bank accounts, employees--paying close attention to legal obligations)
☐ Remove affiliate website from the Internet (NAMI microsites will be removed on your behalf)
☐ Set up an informal referral system to appropriately direct contacts that come to you after dissolution
☐ Store all important affiliate documents in a safe but accessible location for at least 3 years
☐ Cease operations under NAMI Affiliate name, use of NAMI logos, and offering of NAMI programs

Submit to NAMI Texas:
☐ Affiliate Dissolution Checklist (this document), completed and signed
☐ Copy of your Resolution to Dissolve
☐ Documentation from board minutes indicating approval of the vote to dissolve
☐ Complete list of all current/active members (including name and contact information)
☐ Copy of the written announcement sent out to all members, informing them about the dissolution

Thank you for your years of service to the community!
NAMI Texas: Regular Process for Affiliate Dissolution

(Internal procedures for NAMI Texas.)

Note: This process applies to the most common scenario, whereby the affiliate itself determines that it wishes to dissolve. The process would be slightly different for affiliates that need to dissolve as a result of NAMI Texas’ or NAMI’s encouragement/requirement.

STEP #1: Affiliate informs NAMI Texas about its interest or intention to dissolve.

STEP #2: Executive Director or Affiliate Outreach Committee reaches out to affiliate to discuss possible alternatives, seriousness of the statement, and reasoning behind the interest in dissolving.

STEP #3: If affiliate is determined to dissolve and no other options seem feasible, NAMI Texas staff sends the affiliate information pertaining to dissolution (including the checklist).

STEP #4: Affiliate takes care of all items appearing in the dissolution checklist, then sends the signed checklist and related items to the NAMI Texas office.

STEP #5: NAMI Texas staff review documents and, if everything is in place, notify NAMI, the NAMI Texas Affiliate Outreach Committee Chair, and the NAMI Texas Board President about the affiliate’s status. (NAMI takes care of official records for affiliate, removal of logo sets, removal of contact information on the website, removal of Profile Center account, membership transfers, etc.)

STEP #6: NAMI Texas Membership Coordinator works with NAMI to ensure a smooth transition of the affiliate’s membership; also reaches out to previous members to inform them about the official change.

STEP #7: NAMI Texas Communications Director removes contact information and affiliate links from the NAMI Texas website.

STEP #8: NAMI Texas Financial Manager receives and allocates remaining affiliate funds (if NAMI Texas is selected for this option).

STEP #9: NAMI Texas Office Manager removes current references to the affiliate in President lists and other documents; permanently files the affiliate’s official dissolution documentation in the NAMI TX office.

STEP #10: NAMI Texas Executive Director or Board President writes a thank you letter for the affiliate’s years of service to the community.
NAMI Texas: Special Process for Submitting Dissolution on Behalf of Affiliate

(Internal procedures for NAMI Texas)

Note: This process applies to the situation in which a dissolving affiliate has not submitted the necessary dissolution paperwork to NAMI or NAMI Texas.

**STEP #1:** NAMI Texas attempts to contact affiliate leaders to help guide them through the process.

**STEP #2:** If no response is obtained or affiliate leaders indicate that they are unable to complete the necessary paperwork at this time, the item goes up for a vote in the next possible NAMI Texas Board of Directors meeting.

**STEP #3:** If the NAMI Texas Board of Directors votes to officially bring closure to the dissolution of the affiliate, the Board President composes an official letter of dissolution to the NAMI Board of Directors on the affiliate’s behalf, providing reasoning behind and “evidence” supporting this action.

**STEP #4:** The letter of dissolution is submitted directly to Renata Ponichtera at NAMI (who orchestrates the national-level procedures pertaining to affiliate dissolution); a copy should be retained for NAMI Texas records, as well.

**STEP #5:** NAMI Texas staff is notified about the NAMI Texas Board’s actions. **STEP #6:** NAMI Texas Membership Coordinator works with NAMI to ensure a smooth transition of the affiliate’s membership; also reaches out to previous members to inform them about the official change.

**STEP #7:** NAMI Texas Communications Director removes contact information and affiliate links from the NAMI Texas website.

**STEP #8:** NAMI Texas Financial Manager receives and allocates remaining affiliate funds (if NAMI Texas is selected for this option).

**STEP #9:** NAMI Texas Office Manager removes current references to the affiliate in President lists and other documents; permanently files the affiliate’s official dissolution documentation in the NAMI TX office.

**STEP #10:** NAMI Texas Executive Director or Board President writes a thank you letter for the affiliate’s years of service to the community.
OPERATING PROCEDURES OF
THE NAMI TEXAS PEER LEADERSHIP
COUNCIL
National Alliance on Mental Illness of Texas
(April 2020)

Article I: Name and Location

The name of this organization is the NAMI Texas Peer Leadership Council (NAMITXPLC). The principal office of this organization shall be determined by the NAMI Texas Peer Leadership Council Executive Committee (NAMITXPLCEC).

Article II: General Purpose

The NAMITXPLC is formed to advance the activities and involvement of the Peer membership of NAMI at the local, state and national levels by actively participating in advocacy issues and program development. This will be achieved by:

➢ Promoting recovery and enhancing the quality of life of those affected by mental health issues.
➢ Working actively to support the mission of NAMI Texas.
➢ Working to preserve the respect, dignity and human rights of mental health Peers.
➢ Providing information dissemination and skills training for Peers attending the annual NAMI state conference.
➢ Advising the NAMI Texas Board of the perspectives of their Peer members.
➢ Communicating the mission of NAMI Texas through active participation in the statewide Peer movement.
➢ Empowering and educating mental health Peers to address their issues around care, treatment, services, mutual support and Peer rights.
➢ Maintaining a productive and accountable council.

Article III: NAMI Texas Code of Ethics

All NAMITXPLC members, including officers, agree to be familiar with and abide by the NAMI Texas Code of Ethics while serving in official capacities.

Article IV: Fiscal Year

The fiscal year of the NAMITXPLC shall coincide with the NAMI Texas fiscal year.
**Article V: Membership**

**Section 1: Selection, Qualification, and Term of Office**

The NAMITXPLC shall consist of a voting Delegate and a nonvoting Alternate selected as per the bylaws or other formal process of each active affiliate within NAMI Texas. It is recommended that the members of each Affiliate elect their Delegate. All Delegates and Alternates must be members in good standing of NAMI at the local, state, and national level and have identified themselves as a mental health Peer.

Delegates and Alternates shall serve terms consistent with the bylaws of their Affiliate, but it is strongly suggested that the term be at least one year. Term limits will be left to the discretion of the local Affiliate.

**Section 2: Credential and Appointment**

Affiliates will verify who their Delegate and Alternate are by submitting a credentialing letter to the NAMITXPLCEC at least thirty (30) days before the annual conference. Last minute Delegate/Alternate changes at the Convention may be made if they are certified by the Affiliate’s board president or executive director (if applicable) before the annual business meeting at the conference is called to order.

**Section 3: Vacancy, Resignation, and Leave of Absence**

All discussions regarding the status of Delegates/Alternates or Officers of the NAMITXPLC are to occur in executive session and not in open meetings.

Delegates or Alternates may resign from the NAMITXPLC by informing the Peer Leadership Council Chair. In the event of a resignation of a Delegate, the Affiliate Alternate will assume the position and duties. In the event of a resignation of an Alternate, the local NAMI Affiliate will fill the vacant position per their bylaws.

In the event of disability or other circumstance that prevents a member from discharging the duties of the position, the NAMITXPLCEC may grant a leave of absence not to exceed three (3) months. During a leave of absence by a Delegate, the Alternate will assume the Delegate’s duties.

**Section 4: Duties of the Delegates and Alternates**

The Delegates and Alternates shall have the duties as determined by the NAMITXPLCEC approved post description. Expectations of a Delegate include, but are not limited to:

a) Participate actively in meetings, both in person and by phone;
b) Be an engaged member of a council sub-committee;
c) Reply to emails that are sent;
d) Report on issues in your affiliate;
e) Bring back information to your affiliate.
Article VI: Meetings

Section 1: Meetings and Notice of Meetings

The Annual Business Meeting of the NAMITXPLC will be held at the Annual NAMI Texas Conference. Other regular meetings may be called at the discretion of the NAMITXPLCEC. A written notice will be mailed (either traditional or electronically) to each member at least seven (7) days prior to the date of any regular meeting. Emergency meetings may be called at the discretion of the NAMITXPLCEC Chair or three (3) members of the NAMITXPLCEC. Emergency meetings shall be called with 48-hour telephone notice.

Section 2: Quorum

A quorum at the annual business meeting shall consist of at least 10 NAMITXPLC members, two (2) of whom are on the NAMITXPLCEC. Quorum for conference calls or other forms of virtual meetings will be at least seven (7) members with motion carrying by simple majority. A Quorum is necessary to conduct any and all business of the NAMITXPLC. In the event of less than a quorum, the members may adjourn the meeting to another time or use technological means to establish a quorum as determined by the NAMITXPLCEC. In the absence of a quorum for voting purposes, a form of mail-in or virtual ballot can be used to conduct necessary business/elections as determined by the NAMITXPLCEC.

Section 3: Voting

Each Delegate of the NAMITXPLC has one (1) vote, provided the assembled voting members represent a quorum. In the absence of a Delegate, the Alternate shall be considered the voting member for that Affiliate. In the absence of the Delegate and Alternate, a proxy must present a written letter from the respective affiliate president or executive director (if applicable) attesting to the proxy’s voting status and his/her ability to meet criteria for membership for the NAMITXPLC. If a quorum is established, the affirmative vote of a simple majority of the members present will be sufficient to pass a motion.

Article VII: Officers of the Peer Leadership Council

The NAMITXPLCEC shall conduct the business of the NAMITXPLC between general meetings.

Section 1: Officers, Election and Term of Office

The Officers of the Peer Leadership Council are the Chair, Vice-Chair, two At-Large Officers, the National Peer Representative (NPR) and the State Peer Representative (SPR). The NPR and SPR are elected by majority vote by members of NAMI Texas at the Annual NAMI Texas Conference. The Chair, Vice-Chair, and At-Large Officers are elected by majority vote by NAMITXPLC members at the Annual NAMITXPLC Business Meeting at
the Annual Conference, if a quorum is present. All Officers must be a Delegate, Alternate, Designated Proxy, Past Delegate, Past Alternate, or Past Officer of the NAMITXPLC in good standing who identify themselves as a mental health Peer. All Officers serve a two (2) year term. Officers may not serve more than two (2) consecutive full terms in any one office. Individuals must immediately resign from their position as delegate once elected to a position on the NAMITXPLCEC. The NAMITXPLCEC positions will be re-elected in a staggered manner (the NPR, vice-chair and one at-large in odd years and the SPR, chair and one at-large in even years) to allow for continuity. The NPR and SPR may not be the Chair, Vice-Chair, At-Large Officer, Delegate, or Alternate.

Nominations for election to office for the NPR and SPR positions will follow the same procedures as the NAMI Texas Board of Directors. The rest of the NAMITXPLCEC positions will be nominated from the floor at the annual business meeting of the NAMITXPLC, with proper credentials listed above. Candidates may only run for a single position on the NAMITXPLCEC prior to balloting to allow all elections on a single ballot.

All officers will be elected by a majority vote. If multiple ballots are needed to reach majority, the individual with the fewest votes will be eliminated from the next ballot. If a tie occurs between lowest votes a supplementary ballot will be used to determine elimination. If two (2) consecutive ballots result in a tie after the use of supplementary ballots, a coin toss will be used to determine the outcome.

If there are vacancies that need to be filled on the NAMITXPLCEC, the chair may nominate a current or past member of the NAMITXPLC to fill that position. The NAMITXPLCEC will vote on whether or not the individual will fill the remainder of that term. Any person filling an unexpired term may be elected to run for two (2) full terms.

Section 2: Removal, Resignation and Leave of Absence of Officers

If an officer fails to respond to two (2) written notices (either traditional or electronically) by the NAMITXPLCEC to contact him/her, or does not discharge duties assigned within a reasonable time period, the NAMITXPLCEC has the option to request a meeting with the officer to discuss this. The NAMITXPLCEC will give the officer a one (1) week written notice of the meeting. After the meeting to discuss this issue, the NAMITXPLCEC may decide by majority vote to: 1) continue the officer in that position, 2) grant a temporary leave of absence not to exceed three (3) months during which time a replacement can be appointed by the PLEC, or 3) vote for removal from office of the officer. All discussions concerning the status of an officer of the NAMITXPLC are to occur in executive session and not in an open meeting.

Section 3: Voting and Quorum

The voting officers of the NAMITXPLCEC include the Chair, Vice-Chair, two At-Large Officers, the NPR, and the SPR. A quorum shall consist of a majority of currently filled positions of the voting members of the PLEC.
Section 4: Duties of the NAMITXPLCEC

The expectations of officers of the NAMITXPLCEC include, but are not limited to:

1. Attend and participate in regular teleconference calls with other NAMITXPLCEC members;
2. Respond in a timely way to email with NAMITXPLC members and Peers in NAMI Texas;
3. Chair one of the council sub-committees and organize regular committee meetings with purposes and goals;
4. Attend and participate in calls with entire Peer Leadership Council;
5. Attend and participate in annual conference and state trainings (if applicable);
6. Attend and participate in NAMITXPLCEC strategic planning meeting;
7. Serve as a Peer leader in NAMI Texas, demonstrate respect for council members and staff, and help NAMI Texas achieve Peer focused goals;
8. Be willing to take on and follow-through on a variety of assignments;
9. Be willing to take on other responsibilities as they arise over time.

Section 5: Duties of the Chair

The Chair has supervision over the affairs of the NAMITXPLC and presides over NAMITXPLC and NAMITXPLCEC meetings. The Chair is an Ex Officio member of all subcommittees, standing and ad hoc. The chair also prepares reports to give to the SPR to share at NAMI Texas board meetings and provides relevant information to members of the NAMITXPLC.

Section 6: Duties of the Vice-Chair

The Vice-Chair shall assume all duties assigned by the NAMITXPLCEC in absence of the chair. The Vice-Chair also chairs a subcommittee and serves as the unofficial secretary of the NAMITXPLC and NAMITXPLCEC. The Vice-Chair is strongly encouraged, but not required to chair the Conference/Welcoming and Orientation subcommittee.

Section 7: Duties of At-Large Officers

At-Large members’ primary responsibilities are to Chair remaining subcommittees. They also work to maximize the efforts and meaningfulness of the NAMITXPLC membership and act as leaders and mentors to the membership. At-Large Officers work with the rest of the NAMITXPLCEC as a team to ensure that the functions and responsibilities of the NAMITXPLC are met. They also promote the concepts of recovery, wellness, and hope, and keep that message in the forefront of all NAMITXPLC activities.

Section 8: Duties of the National Peer Representative

The NPR serves as the Texas Representative to the NAMI National Peer Leadership Council. The NPR serves as an ambassador to and voice for the NAMITXPLC on the national
level of NAMI. Further responsibilities, processes, and description of this position are outlined in the NAMI Texas bylaws as well as the state’s Policies and Procedures.

Section 9: Duties of the State Peer Representative

The SPR will serve as the official spokesperson for the NAMITXPLC on the NAMI Texas Board of Directors. The SPR also serves as the state alternate to the NAMI National Peer Leadership Council. Further responsibilities, processes, and description of this position are outlined in the NAMI Texas bylaws as well as the state’s Policies and Procedures.

Article VIII: Ex Officio Member

The Ex Officio position of the NAMITXPLC is the most immediate past Chair, NPR or SPR who does not currently hold another position within the NAMITXPLC. This person assumes this position upon leaving the office of Chair, NPR or SPR of the NAMITXPLC, and maintains the Ex Officio position until the next Chair, NPR or SPR leaves that position and assumes the Ex Officio role. The Ex Officio is available to provide advice and information on past and present NAMITXPLC affairs. This member can also be brought in to vote as a tie-breaker for any NAMITXPLC matter.

Article IX: Subcommittees

Section 1: Executive Subcommittee

The NAMITXPLCEC shall conduct the business of NAMITXPLC between general meetings and consists of the officers listed in Article VII and, when needed, one (1) Ex Officio nonvoting member listed in Article VIII.

Section 2: Standing Subcommittees

The NAMITXPLCEC may create standing subcommittees as deemed necessary and designate a Chair for that committee. Standing subcommittees include but are not limited to: Advocacy, Conference/Welcoming and Orientation (which may be separated at the discretion of the NAMITXPLCEC), Affiliate Council Development, and Education.

Section 3: Ad Hoc Subcommittees

The NAMITXPLCEC may also designate ad hoc subcommittees to address important issues as they arise with the expectation that these committees will disband when its work is completed. An example of an Ad Hoc subcommittee is Operating Procedures. The NAMITXPLCEC will also designate a Chair for that subcommittee.
Article X: Funding and Development

The NAMITXPLC recognizes its responsibility to work with the NAMI Texas board’s standing committees regarding funding, development, education, and outreach to support programs and activities of interest to the NAMITXPLC, subject to the approval of the Board of Directors of NAMI Texas.

Article XI: Initiation of, Review, and Amendment of Operating Procedures

These operating procedures shall be enacted when approved by a majority of the NAMITXPLC executive committee at a business meeting at which a quorum is present, and ratified by majority vote of a quorum of the NAMI Texas Board of Directors. The Operating Procedures shall be reviewed and modified, if necessary, a minimum of once every two (2) years. Amendments to these operating procedures shall be adopted by a simple majority of votes cast at any business meeting of the NAMITXPLC if a quorum is present. Notice of proposed changes in the Operating Procedures shall be sent with notice of the business meeting.

Article XII: Rules of Procedure

The NAMITXPLC shall act in accordance with these Operating Procedures, in all cases to which they are applicable and in which they are not inconsistent with the NAMI Texas bylaws. In any case where there are questions of protocol, the rules contained in the current edition of Robert's Rules of Order, newly revised, shall govern this council.

NAMI Anti-Discrimination Clause

Consistent with the policies of NAMI and NAMI Texas, the NAMITXPLC shall, without exception, not discriminate among those eligible for membership based upon race, creed, color, ethnicity, sexual orientation, or disability; this position shall be communicated to all members by the leadership of the NAMITXPLC as well as the NAMI Texas Board and staff at each opportunity, and shall be routinely and specifically enforced whenever any violation is alleged or reported.

This document is hereby adopted by the NAMITXPLC Executive Committee on April 13, 2020

______________________________________________, NAMITXPLC Executive Committee Chair

This document is hereby ratified by the NAMI Texas Board of Directors on __________, 2021

______________________________________________, NAMI Texas Board President
### Appendix A: NAMI Texas Peer Leadership Council Positions, Roles, and Expectations

<table>
<thead>
<tr>
<th>Position</th>
<th>Responsibilities and Expectations</th>
</tr>
</thead>
</table>
| **National Peer Representative** | - Elected by the membership of NAMI Texas  
- Commits to a two-year term undertaking the responsibilities as the Texas Representative to the NAMI National Peer Leadership Council and a member of the NAMITXPLCEC  
- Has a demonstrated record of proven leadership skills and accomplishments  
- Works closely and collaborates with the State Peer Representative, Chair and other members of the NAMITXPLC  
- Represents the state Peer Leadership Council’s voice on the National level and reports back pertinent information to the NAMITXPLC  
- Manages conflict well |
| **State Peer Representative**    | - Elected by the membership of NAMI Texas  
- Commits to a two-year term undertaking the responsibilities as a non-voting member on the NAMI Texas Board of Directors and represents the voice of the NAMITXPLC  
- Serves as state Alternate to the NAMI National Peer Leadership Council  
- Works closely and collaborates with the National Peer Representative, Chair, and other members of the NAMITXPLC  
- Collects and disseminates information between the NAMI Texas board and the NAMITXPLC. |
| **Chair**                        | - Elected by the membership of the NAMITXPLC  
- Commits to a two-year term to lead the council  
- Comfortable in planning and facilitating meetings  
- Has good verbal and written communication skills  
- Able to meet deadlines and follow through on goals  
- Able to actively participate in other NAMI committee meetings  
- Able to manage a complex and demanding work load  
- Comfortable being assertive (rather than aggressive or passive)  
- Works closely and collaborates with Director  
- Manages conflict well |
<table>
<thead>
<tr>
<th>Role</th>
<th>Qualifications</th>
</tr>
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<tbody>
<tr>
<td>Vice Chair</td>
<td>- Be able to take over for the chair</td>
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<td></td>
<td>- Experienced in board relations and is a good negotiator</td>
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<td></td>
<td>- Helps to network affiliates/chapters/regions and enjoys supporting others</td>
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<tr>
<td></td>
<td>- Acts as a team player and helps others work well together</td>
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<tr>
<td></td>
<td>- Familiar with other NAMI affiliates (sees how they're different and respects those differences)</td>
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<tr>
<td></td>
<td>- Provides support to new delegates</td>
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<tr>
<td></td>
<td>- Offers diplomatic and technical assistance to existing delegates</td>
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<td></td>
<td>- Manages conflict well</td>
</tr>
<tr>
<td>Members at Large (2)</td>
<td>- Elected by the membership of the NAMITXPLC</td>
</tr>
<tr>
<td></td>
<td>- Commits to a two-year term</td>
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<tr>
<td></td>
<td>- Can chair and run a committee</td>
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<td></td>
<td>- Has developed other leaders in the state and/or their local affiliate who are able to lead their affiliate Peer Leadership Council</td>
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<tr>
<td></td>
<td>- Willing to actively support NAMI Texas goals and objectives and have a state-wide vision</td>
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<td></td>
<td>- Advances others rather than self (e.g., nominates others for awards)</td>
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<td></td>
<td>- Manages conflict well</td>
</tr>
<tr>
<td>Affiliate Delegate</td>
<td>- Elected/Appointed per the bylaws of their respective affiliate</td>
</tr>
<tr>
<td></td>
<td>- Represents their affiliate on the NAMITXPLC</td>
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<td></td>
<td>- Serves as the liaison between the NAMITXPLC and their affiliate</td>
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<td></td>
<td>- Commits to develop and/or chair a local affiliate Peer Leadership Council</td>
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<tr>
<td></td>
<td>- Recruits and Cultivates Peers in their area to serve in leadership capabilities including but not limited to serving on affiliate Peer Leadership Councils, training in NAMI Signature and State programs, etc.</td>
</tr>
<tr>
<td>Affiliate Alternate</td>
<td>- Elected/Appointed per the bylaws of their respective affiliate</td>
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<tr>
<td></td>
<td>- Assists the affiliate delegate in their duties</td>
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<tr>
<td></td>
<td>- Serves in capacity as the affiliate delegate in times of absence</td>
</tr>
<tr>
<td>Proxy</td>
<td>- Peer allowed to cast vote in place of the Delegate or Alternate at NAMITXPLC annual business meeting at the state conference</td>
</tr>
</tbody>
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