



NAMI – FINGER LAKES, INC.

Official Corporate By-Laws

Originally Adopted May 15, 2006
Amended January 23, 2007

History of By-Law Adoption and Subsequent Amendments

These Corporate By-Laws were first adopted May 15, 2006 by a majority vote of the NAMI-Finger Lakes Membership.

The May 15, 2006 By-Laws were amended on January 23, 2007 at the first Annual Membership Meeting as a New York State not-for-profit 501(c)(3) corporation. The original by-laws (Section 8.3 - Annual Audit) required a CPA audit when expenses exceeded \$10,000/year, or when assets exceeded \$10,000. A local CPA firm quoted an estimated audit cost of \$1,500, which would have put a considerable dent in our \$11,174.36 checking account balance as of year-end 2006.

Treasurer Joanne Dennison proposed modifying section 8.3 Annual Audit as follows, which still ensures an annual review of the Corporation's finances, but that only requires a CPA-lead audit when our finances can accommodate the audit expense.

This amendment was approved by a majority vote of the members present at the Membership meeting.

Original Section 8.3 Language per by-laws approved May 15, 2006:

Once the Corporation's annual expenses exceed \$10,000 - or the Corporation's assets exceed \$10,000 - then an independent Certified Public Accountant (CPA) must audit the Corporation's accounts every year. The Board of Directors is responsible for selecting the CPA who conducts this annual audit, but CPA cannot be officer, board member or employee of the Corporation.

Furthermore, the CPA cannot have any financial or family ties to any Director, officer, or member of the corporation.

Section 8.3 as amended January 23, 2007:

When the Corporation's annual expenditures are under \$25,000, the Board of Directors will appoint two NAMI-Finger Lakes members to review the checking account records and receipts and issue a signed report to the Board documenting their findings. The members chosen for this function cannot be directors or officers of the corporation.

When the Corporation's annual expenditures are \$25,000 or greater, then the board will choose a CPA (Certified Public Accountant) to perform a full audit. The Board of Directors is responsible for selecting the CPA who conducts this annual audit, but the CPA cannot be an officer, board member or employee of the Corporation. Furthermore, the CPA cannot have any financial or family ties to any Director, officer, or employee of the Corporation.

The audit or membership review of the finances must be completed by April 1st after the close of the fiscal year.

Table of Contents

1. NAME, TERRITORY AND OFFICE	6
1.1 NAME.....	6
1.2 TERRITORY.....	6
1.3 OFFICE.....	6
2. PURPOSE & AFFILIATION	7
2.1 PURPOSES.....	7
2.2 AFFILIATION.....	7
3. MEMBERSHIP & MEMBERSHIP MEETINGS	9
3.1 CLASSES OF MEMBERSHIP AUTHORIZED.....	9
3.2 CRITERIA FOR MEMBERSHIP.....	9
3.3 RECORDS OF MEMBERSHIP.....	9
3.4 ANNUAL MEETING.....	9
3.5 SPECIAL MEETINGS.....	9
3.6 ACTION BY MEMBERS WITHOUT A MEETING.....	9
3.7 PLACE OF MEETINGS.....	10
3.8 NOTICE OF MEETINGS.....	10
3.8.1 <i>Written Notice</i>	10
3.8.2 <i>Notice by Publication</i>	10
3.8.3 <i>Waiver of Notice</i>	10
3.9 QUORUM.....	11
3.10 ADJOURNMENT.....	11
3.11 ORGANIZATION.....	11
3.11.1 <i>Presiding Officer</i>	11
3.11.2 <i>Vice President</i>	11
3.11.3 <i>Recording Secretary</i>	11
3.11.4 <i>Corresponding Secretary</i>	11
3.11.5 <i>Treasurer</i>	12
3.12 QUALIFICATION OF VOTERS.....	12
3.12.1 <i>Votes Authorized</i>	12
3.12.2 <i>Qualification</i>	12
3.13 VOTING.....	12
3.13.1 <i>Election of Directors and Trustees</i>	12
3.13.2 <i>Other Actions of the Membership</i>	12
3.14 PROXIES.....	13
3.14.1 <i>Proxies Authorized</i>	13
3.14.2 <i>Validation</i>	13
3.14.3 <i>Revocation</i>	13
4. BOARD OF DIRECTORS	14
4.1 GENERAL MANAGEMENT.....	14
4.2 NUMBER.....	14
4.3 QUALIFICATIONS.....	14
4.4 SELECTION, VOTING PROCEDURE, TERMS OF OFFICE, NEWLY-CREATED DIRECTORSHIPS & VACANCIES.....	14
4.4.1 <i>Selection</i>	14
4.4.2 <i>Voting Procedure</i>	15
4.4.3 <i>Terms of Office</i>	15
4.4.4 <i>Newly Created Directorships</i>	15

4.4.5 *Vacancies* 15

4.5 RESIGNATION 16

4.6 SUSPENSION & REMOVAL 16

 4.6.1 *Suspension*..... 16

 4.6.2 *Removal*..... 16

4.7 MEETINGS 16

 4.7.1 *Regular Meetings* 16

 4.7.2 *Special Meetings* 16

4.8 WAIVERS OF NOTICE 17

4.9 PLACE OF MEETINGS 17

4.10 QUORUM..... 17

4.11 ADJOURNMENT 17

4.12 ORGANIZATION..... 17

 4.12.1 *Presiding Officer*..... 17

 4.12.2 *Secretary* 17

4.13 ACTION BY THE BOARD OF DIRECTORS 18

 4.13.1 *Action Defined*..... 18

 4.13.2 *Written Consent*..... 18

 4.13.3 *Electronic Communication* 18

4.14 VOTING..... 18

4.15 ATTENDANCE 18

4.16 ANNUAL FINANCIAL REPORT..... 18

5. OFFICERS..... 20

5.1 OFFICERS, ELECTION, TERM 20

5.2 REMOVAL, RESIGNATION 20

5.3 DUTIES 20

 5.3.1 *President* 20

 5.3.2 *Vice President* 20

 5.3.3 *Recording Secretary*..... 21

 5.3.4 *Corresponding Secretary*..... 21

 5.3.5 *Treasurer*..... 21

 5.3.6 *Professional Manager*..... 22

6. COMMITTEES..... 22

6.1 APPOINTMENTS 22

 6.1.1 *Standing Committees*..... 22

 6.1.2 *Ad Hoc Committees*..... 22

6.2 POWERS AND RESPONSIBILITIES 22

6.3 QUALIFICATIONS 22

6.4 MEETINGS 22

6.5 QUORUM AND MANNER OF ACTING 23

7. AMENDMENTS..... 23

8. COMPENSATION & REIMBURSEMENT 24

8.1 COMPENSATION..... 24

8.2 REIMBURSEMENT 24

8.3 ANNUAL AUDIT..... 24

9. DUTY OF LOYALTY & CONFLICT OF INTEREST 25

9.1 DUTY OF LOYALTY..... 25

9.2 CONFLICT OF INTEREST 25

 9.2.1 *Definition* 25

9.2.2 *Abstention* 25

9.2.3 *Disclosure* 25

10. CONSTRUCTION 25

11. CONTRACTS, LOANS, BANK CHECKS & DRAFTS & BANK DEPOSITS 26

11.1 CONTRACTS 26

11.2 LOANS 26

11.3 BANK CHECKS AND DRAFTS 26

11.4 BANK DEPOSITS 26

12. DISSOLUTION 27

12.1 DISSOLUTION 27

12.2 RESIDUAL ASSETS 27

13. HARASSMENT 27

14. LOVE AND WARM HUGS (IN HONOR OF JEAN WALTERS) 28

1. Name, Territory and Office

1.1 Name

The Corporation shall be known as NAMI-Finger Lakes, Inc.

1.2 Territory

The Corporation shall conduct activities primarily in Tompkins County and its surrounding counties in the State of New York, subject to changes by the aforementioned Corporation.

1.3 Office

The principal office of the Corporation shall be located in Tompkins County, State of New York. This office shall direct Corporation activities and be the depository for all Corporation records. The Corporation may also have offices at such other places within the state as the board may from time to time determine or the business of the Corporation may require.

2. Purpose & Affiliation

2.1 Purposes.

This Corporation is formed exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The major purposes of this corporation are support, education, and advocacy, as described below:

Support:

- Help families organize mutual support/self-help groups;
- Develop and expand networks to enhance the well-being of the mentally ill;
- Support, defend and advance the rights, interests and welfare of the mentally ill in New York State;

Education:

- Educate families, the public, mental health professionals and government officials about the urgency of meeting the personal, health, social, vocational, and housing needs of the chronically mentally
- Work to eradicate the stigma associated with mental disorders.
- Serve as an information exchange center for mental health organizations

Advocacy:

- Encourage, promote, and sponsor community support and housing programs for the mentally ill
- Encourage, promote and support policies at local, state and federal levels to insure quality institutional and community services for the chronically mentally ill;
- Advocate for increased financial support for basic neurobiological research into the causes and treatment of mental illness;
- Stimulate a continuous and systematic gathering of facts about the chronically mentally ill and their treatment; their health service and programmatic needs; and the adequacy of available mental health services and program.
- Use the gathered information to advocate for actions that improve the accessibility and quality of these services and programs.

NAMI-Finger Lakes will solicit, receive and contribute funds to accomplish the above purposes.

2.2 Affiliation.

To the extent permitted by:

- the Laws of the State of New York
- the Internal Revenue Code of 1986, as amended,
- this Corporation's Certificate of Incorporation
- these By-Laws

this Corporation shall remain an affiliate of the National Alliance on Mental Illness (NAMI) and NAMI-New York State (NAMI-NYS). This Corporation will continue to cooperate with these organizations in their mission - to serve as an alliance of individual members and local support, advocacy, and self-help groups dedicated to:

- Improving the quality of life for people with serious mental illness
- Eventually eradicating the severe effects of mental illnesses.

3. Membership & Membership Meetings

3.1 Classes of Membership Authorized.

The Corporation shall have one class of members.

3.2 Criteria for Membership.

Any family or individual who has a mentally ill relative or who subscribes to the purposes of the NAMI-Finger Lakes Inc. may become a member upon payment of dues. The Corporation will send a portion of each member's dues to NAMI-NYS and NAMI.

3.3 Records of Membership.

The Corporation shall maintain accurate membership records in order to determine voter eligibility for the Corporation's Board of Directors elections and for NAMI-New York State (NAMI-NYS). Members of the Corporation who are also members of NAMI and NAMI-NYS may be issued membership cards furnished to the Corporation by NAMI-NYS at the sole discretion of NAMI-NYS.

3.4 Annual Meeting.

Each calendar year the Corporation shall hold a meeting to elect directors and to transact business. The Board of Directors will select the meeting day and month, and the meeting will consist of all members entitled to vote.

3.5 Special Meetings.

The President or the Board of Directors may call a special meeting of the Members entitled to vote. The Board of Directors can only call this special meeting under one of the following conditions:

- By written request of at least 12% of the qualified voting Members of the Corporation.
- A majority vote of the Board of Directors, provided that a quorum of Directors was present for this vote. (A quorum of the Board of Directors consists of a majority of all Directors).

3.6 Action by Members Without a Meeting.

Whenever the Not-for-Profit Corporation Law requires or permits the Membership to take any action or vote, such action may be taken without a meeting, provided the action is put into writing and is signed by all the members entitled to vote thereon.

3.7 Place of Meetings.

Membership meetings shall be held at the principal office of the Corporation or at other New York State locations selected by the Board of Directors.

3.8 Notice of Meetings.

3.8.1 Written Notice.

Written notice shall be given to Members entitled to vote of each meeting of the Membership, or, if a member so indicates, written notice will be replaced by either telephone, electronic mail, or FAX notification.

Notices shall provide the following information about the meeting:

- Place
- Date
- Meeting hours
- Meeting purpose
- Names of the persons calling the meeting

The meeting notice shall be issued neither less than ten (10) nor more than fifty (50) days before the date of the meeting.

If mailed, such notice is given when deposited in the United States mail with pre-paid postage and with the Member's address as it appears in the Corporation records, or with a Member-supplied alternate address if the Member gives the Secretary this alternate address in writing.

3.8.2 Notice by Publication.

If the Corporation has more than 500 members, then the Corporation may replace mailed meeting notices with notices published in a newspaper. The newspaper must be published in the county containing the Corporation's principal office, and the notice must be published once a week for three (3) successive weeks preceding the meeting date.

3.8.3 Waiver of Notice.

Membership meeting notices need not be given to any voting Member who submits a signed waiver of notice, whether before or after the meeting.

3.9 Quorum.

A quorum shall be required for the legal and proper conduct of the business of the Membership. A quorum for a business meeting shall consist of at least 12% of the total membership at the time of the business meeting. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Members. Decisions at these meetings must be approved by a majority vote of the members present.

3.10 Adjournment.

Meetings of the membership may be adjourned to another time or place by a majority vote of the attending members. This can occur with or without a quorum present. Members who were absent will receive notice of the adjournment and the new meeting time and place.

3.11 Organization

3.11.1 Presiding Officer.

The President shall preside over all Membership meetings. In his/her absence the Vice-President shall preside. If the Vice-President is absent, then the members shall choose a member of the Board of Directors to preside.

3.11.2 Vice President.

The Vice-President shall perform the President's duties when the President is absent.

3.11.3 Recording Secretary:

The Recording Secretary will act as secretary for all Board of Director meetings and Membership meetings. In his/her absence the Corresponding Secretary will act as meeting secretary. Should the Corresponding Secretary be absent, then a Director chosen by the Membership shall act as meeting secretary.

3.11.4 Corresponding Secretary:

The Corresponding Secretary shall handle NAMI-Finger Lakes correspondence as directed by the President or the Board of Directors, which includes acknowledging the organization's gratitude to guest speakers.

3.11.5 Treasurer:

The Treasurer shall:

- Maintain custody of all NAMI-Finger Lakes funds;
- Keep an accurate record of all deposits and disbursements
- Pay all NAMI-Finger Lakes bills by issuing checks cosigned by the Treasurer and the President.
- Present a summary financial report to the membership at least once per year.
- Provide NAMI-Finger Lakes financial records to any NAMI-Finger Lakes member, officer, or Director who requests this information.

3.12 Qualification of Voters.

3.12.1 Votes Authorized.

Every Corporation Member of record shall be entitled to one vote upon each proposition coming before the annual meeting or at any special meetings of the Membership.

3.12.2 Qualification.

The Board of Directors may fix a date as the record date for the purpose of determining the Members entitled to vote at any meeting of the members or any adjournment thereof, or to express consent to or dissent any proposal without a meeting. The record date shall not be no less than ten (10) days nor more than fifty (50) days before the meeting date.

3.13 Voting

3.13.1 Election of Directors and Trustees.

Members of the Board of Directors shall be elected by a plurality of the votes cast at the Annual Meeting or another Special Meeting of the Membership held for that purpose, except as may otherwise be required by law, the Certificate of Incorporation and/or these By-Laws. A person has a plurality of votes when they get more votes than anyone else - even if that number is less than half the votes.

3.13.2 Other Actions of the Membership.

Whenever any corporate action, other than the election of Directors, is to be taken by vote of the Membership, it shall be authorized by a majority of votes cast at such meeting, except as otherwise may be required by law, the Certificate of Incorporation and/or these By-Laws.

3.14 Proxies.

3.14.1 Proxies Authorized.

Every Member entitled to vote at a meeting of the Membership or to express consent or dissent without a meeting may authorize another person or persons to act for such Member by proxy.

3.14.2 Validation.

The Member or the Member's attorney-in-fact must sign every proxy. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided by proxy.

3.14.3 Revocation.

The member executing the proxy can revoke the proxy, except as may otherwise be provided by law. The proxy holder's authority to act shall not be revoked by the incompetence or death of the Member who executed the proxy, unless, before the authority is exercised, written notice of an adjudication of incompetence or of death is received by the Recording Secretary.

4. Board of Directors

4.1 General Management

The general management of the Corporation's affairs shall be vested in a Board of Directors. The Board of Directors shall control Corporation property and shall determine its policies with the advice of its various committees. It shall have power to employ necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of this Corporation and to promote its best interest.

4.2 Number

The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) members. The number of Directors will be set by Membership resolution, provided that no decrease in the number of Directors shall shorten the term of any incumbent Director.

4.3 Qualifications

Each member of the Board of Directors must be at least eighteen (18) years of age and a Member in good standing of the Corporation.

4.4 Selection, Voting Procedure, Terms of Office, Newly-Created Directorships & Vacancies

4.4.1 Selection

The initial Directors shall be the persons named in the Certificate of Incorporation. Said Directors shall serve until the first Annual Meeting of the Membership.

At the first Annual Meeting, the initial Directors shall divide prospective Directors into three (3) classes:

- One-third (1/3) elected to one-year terms.
- One-third (1/3) elected to two-year terms.
- One-third (1/3) elected to three-year terms.

Each director will be elected by a plurality vote of the Membership, as set forth by Section 4.4.2. (

Thereafter, at the Annual Meeting, the Membership shall elect new Directors to replace those whose terms are expiring to terms of three (3) years. Any increases or decreases in the number of Directors shall be apportioned among the classes so as to keep them as equal in number as possible.

This leadership rotation is intended to regularly infuse the Board of Directors with new lifeblood and vigorous leadership.

4.4.2 Voting Procedure

All Members entitled to vote shall cast a vote for a number of candidates equal to the number of vacancies to be filled until the required number of Board members, as specified in Section 4.2, is achieved. For example, if there are three vacancies and six candidates, each member would vote for three of the six candidates. Then the three candidates receiving the most votes would be elected as Board members.

If there is a tie among candidates vying for a remaining Board seat, then the voters shall vote again, casting a number of votes equal to the remaining vacancies. Only the candidates who are tied may run in this subsequent election. For example, there was one seat left and two members tied for votes, then each member would cast a vote for one of the two tied candidates. The remaining vacancies shall be filled as outlined above. All subsequent ties shall be dealt with as outlined herein.

4.4.3 Terms of Office

A Director's term of office shall be three (3) years unless otherwise provided in these By-Laws. One-third of the Directors shall be selected every three years. The terms of office for all Directors shall begin on the day of their election and shall conclude upon the election of their successors. A Director elected for a term of office of three years or elected or appointed for a term of at least one (1) year shall be eligible to serve for three (3) consecutive terms, after which a lapse of one (1) year is required between subsequent terms.

This system limits the number of consecutive terms so that the Corporation can continuously attract new lifeblood and renew the vitality of its leadership.

4.4.4 Newly Created Directorships

Newly created Directorships resulting from an increase in the number of Directors shall be filled by plurality vote of the Membership at the Annual Meeting. Directors elected to fill newly created Directorships shall hold office in accordance with their classification and until their successors have been elected and qualified.

4.4.5 Vacancies

A vacancy in office shall arise upon the death, resignation, removal or lapse of membership of a Director. Except in the cases of the office of President, a Board of Directors vacancy occurring between annual meetings shall be filled by an interim successor appointed by the Board of Directors.

At the next Annual Meeting following the vacancy, the Membership shall elect a permanent successor for the vacated position. In the event that the interim successor is subsequently elected to serve as a permanent successor, the first year of his/her term shall be deemed to have commenced upon his/her election, without regard to the duration of interim service.

4.5 Resignation

A Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in notice, the resignation shall take effect upon receipt thereof by the Board of Directors, the President or the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

4.6 Suspension & Removal.

4.6.1 Suspension.

Any or all of the members of the Board of Directors may be suspended for cause by a two-thirds (2/3) majority vote of the Board at any Regular Meeting or Special Meeting of the Board called for that purpose, provided there is a quorum for the meeting at which the action is taken.

The period of suspension can last only until such time as the next regularly scheduled Annual Meeting or Special Meetings of the Membership called for the purpose of considering suspension or removal. At any meeting of the Board where a vote is to be taken to suspend a member of the Board, the Director in question may attend and shall be given a reasonable opportunity argue in his/her defense.

4.6.2 Removal.

Any or all of the members of the Board of Directors may be removed with or without cause by a two-thirds (2/3) majority vote of the Membership at any Annual Meeting or Special Meeting of the Membership called for that purpose, provided there is a quorum for the meeting at which the action is taken.

4.7 Meetings.

4.7.1 Regular Meetings.

The Board of Directors shall hold Regular Working Meetings at least once per year, and more frequently as needed. These meetings may be held with or without notice to the Membership, and at times set by a resolution of the Board of Directors.

4.7.2 Special Meetings.

Special Meetings of the Board of Directors shall be held whenever called by the President, the Secretary, or any three (3) Directors. Notice of Special Meetings shall be given personally or by telephone, electronic mail, facsimile or first class mail and shall state the purposes, time and place of the meeting.

If notice is given personally or by telephone it shall be given not less than three (3) days before the meeting; if it is given by electronic mail, facsimile or first class mail, it shall be given not less than five (5) days before the meeting.

4.8 Waivers of Notice.

A meeting notice need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice.

4.9 Place of Meetings.

The Board of Directors may hold its meetings at the principal office of the Corporation, or at other place or places in the State of New York. The meeting places will be selected by a resolution of the Board of Directors.

4.10 Quorum.

A quorum shall be required for the legal and proper conduct of the business of the Board of Directors, and this quorum will consist of a majority of the Board of Directors. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Directors.

4.11 Adjournment.

A majority of Directors present at a meeting of the Board of Directors, whether or not a quorum is present, may adjourn any meeting to another time and place.

Directors absent at the time of adjournment shall receive reasonable notice of the new meeting time and place. This notice may be given personally or by telephone, electronic mail, facsimile or first class mail.

4.12 Organization.

4.12.1 Presiding Officer.

At all meetings of the Board of Directors, the President, or, in his/her absence, the Vice-President or, in his/her absence, another Director chosen by the Board shall preside.

4.12.2 Secretary.

At all meetings of the Board of directors, the Recording Secretary, or, in his/her absence, the Corresponding Secretary or, in his/her absence, another Director chosen by the Board shall act as the meeting secretary.

4.13 Action by the Board of Directors.

4.13.1 Action Defined.

Except as otherwise provided by law or in these By-Laws, an “Action,” or “Act,” of the Board of Directors shall mean an action at the Board meeting authorized by a majority vote of the Directors present at the time of the vote, provided a quorum is present.

4.13.2 Written Consent.

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The Board or committee written resolution and consents shall be filed with the minutes of the Board or committee proceedings.

4.13.3 Electronic Communication.

Any one or more members of the Board of Directors or any committee thereof may use a conference telephone or similar communications equipment to participate in a meeting of such Board or committee.

The communications equipment must allow all meeting participants to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

4.14 Voting.

Each member of the Board of Directors shall have one vote.

4.15 Attendance.

A member of the Board of Directors who has missed three (3) consecutive meetings without reasonable cause may be asked to resign. After the second meeting, the Secretary shall mail a letter to the subject Board member informing her/him that if s/he does not attend the third meeting, a motion to this effect could be made at the fourth meeting. S/he may attend this fourth meeting to argue in his/her defense.

4.16 Annual Financial Report.

At the Annual Meeting the Board of Directors shall present at a report showing in appropriate detail the following financial information.

- the assets and liabilities, including the trust funds, if any, of the Corporation as of the end of the twelve-month fiscal period terminating not more than six months prior to said meeting;
- the principal changes in assets and liabilities, including trust funds, if any, during said fiscal period;
- the revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, during said fiscal period, and;
- the expenses or disbursements of the Corporation, both general and restricted to particular purposes, during said fiscal period.

Once annual expenses exceed \$10,000 per year - or corporate assets exceed \$10,000 - then this report must be certified by a firm of independent public accountants selected by the Board.

The annual financial report shall be filed with the records of this Corporation and a copy thereof entered in the minutes of the Annual Meeting. This report will be released to the public after presentation to the membership.

5. Officers

5.1 Officers, Election, Term

The Board of Directors shall elect by majority vote a President, Vice President, Secretary and Treasurer, and such other Officers as it may determine, who shall be given such duties, powers and functions as hereinafter provided.

Officers shall be elected to hold office for one (1) year. Each Officer shall hold office for the term for which he or she is elected and until his or her successor has been elected. Any two or more offices may be held by the same person, except the offices of President and Secretary.

5.2 Removal, Resignation

Officers serve at the discretion of the Board of Directors. Any Officer elected by the Board may be removed by the Board. In the event of the death, resignation or removal of an Officer, the President of the Board shall appoint an acting successor to fill the un-expired term. This appointment shall be confirmed or disapproved by the full board within the next two regular meetings.

5.3 Duties

5.3.1 President

The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the Membership and of the Board of Directors.

The President, the Secretary or any other proper officer of the Corporation authorized by the Board of Directors may sign any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other Officer or agency of the Corporation.

In general the President shall perform all duties as may be prescribed by the Board of Directors.

5.3.2 Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President and/or the Board of Directors.

5.3.3 Recording Secretary.

The Secretary shall:

- Keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose
- See that all notices are duly given in accordance with the provisions of these by-laws or as required by law
- Act as custodian of the Corporation's corporate records
- Keep a record of each member's post office and electronic mail addresses
- Notify members of their election to office or their appointment to committees
- Keep a record of transactions of the Corporation and of the Executive Board.
- Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President and/or the Board of Directors

5.3.4 Corresponding Secretary.

The Corresponding Secretary shall handle Corporation correspondence and external communications as directed by the President or the Board of Directors, including acknowledging the organization's gratitude to guest speakers.

5.3.5 Treasurer

The Treasurer shall be responsible for the supervision of an account of all monies received or expended by the by the Corporation.

In general, the treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. He/she shall report to the Board at all meetings, according to a format prescribed by the Board of Directors.

In addition, the Treasurer shall:

- Maintain custody of all NAMI-Finger Lakes funds;
- Keep an accurate record of all deposits and disbursements
- Pay all NAMI-Finger Lakes bills by issuing checks cosigned by the Treasurer and the President.
- Present a summary financial report to the membership at least once per year, which details the Corporation's income and expenditures. This same report will be released to the public following the presentation to the membership.
- Provide NAMI-Finger Lakes financial records to any NAMI-Finger Lakes member, officer, or Director who requests this information.

5.3.6 Professional Manager

The Board of Directors has the option of employing an Executive Director (chief administrative officer). The Executive Director shall have general charge, subject to the overall control and direction of the Board, oversight and direction of the affairs and business of the Corporation, and sole responsibility for the employment and discharge of staff.

The Executive Director shall be the principal administrative officer of the Corporation and will carry out the Corporation's purposes. In addition, the Executive Director will carry the Board of Director's directives in performing any and all functions necessary and proper to ensure that the policies, objectives and aims of the Corporation are carried out.

6. Committees

6.1 Appointments.

6.1.1 Standing Committees

The President may, subject to approval of the Board of Directors, appoint any or all of the following committees: Executive Committee; Audit & Finance Committee; Board Development Committee.

6.1.2 Ad Hoc Committees

Additional committees may be created and appointed by the President with the consent of the board of directors as needed for special purposes.

6.2 Powers and Responsibilities

Each committee and every member thereof shall serve at the pleasure of the Board of Directors. No committee shall have the power to represent, bind or otherwise speak for the Corporation without the express consent of the Board of Directors. Each committee shall keep minutes of proceedings and regularly report to the Board of Directors

6.3 Qualifications

All committees of the Corporation shall be comprised of Members of the Corporation. The Board of Directors may establish or waive qualifications for committee membership at its discretion.

6.4 Meetings

Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the President of the Corporation or the Chairperson of the Committee or by a majority vote of all of the members of the Committee.

6.5 Quorum and Manner of Acting.

Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of the committees of the Board shall be subject at all times to the Directions of the Board of Directors.

7. Amendments

These By-Laws may be amended, repealed or altered in whole or in part by any of the following actions:

- Majority vote of the Membership at the Annual Meeting or at any Special Meeting of the Membership called for that purpose
- Majority vote of the Board of Directors at any regular or special meeting of the Board called for that purpose

The Board has no authority to amend, repeal or alter any By-Laws effecting the rights and responsibilities of the Membership as defined by Article III of these By-Laws, the Certificate of Incorporation and/or statute.

Any By-Law adopted by the Board may be amended or repealed by the Members. If the Board of Directors adopts, amends, or repeals a By-Law regulating an impending election of Directors, then the notice of the next Annual Meeting of the Members shall mention the By-Law so adopted, amended or repealed, along with a concise statement of the changes made.

8. Compensation & Reimbursement

8.1 Compensation.

No elected Director, Officer or member of a Committee shall receive compensation for his/her services. The Board of Directors shall be empowered to provide reasonable compensation, together with reimbursement for reasonably incurred expenses, for offices or positions not afforded voting privileges for purposes of corporate decision-making, such as the position of Executive Director.

8.2 Reimbursement.

Notwithstanding the mandates of this Article, at the discretion of the Board of Directors, individual Directors, Officers, members of Committees and employees may be reimbursed in an amount determined by the Board for expenses reasonably incurred by them in the performance of their duties.

8.3 Annual Audit.

When the Corporation's annual expenditures are under \$25,000, the Board of Directors will appoint two NAMI-Finger Lakes members to review the checking account records and receipts and issue a signed report to the Board documenting their findings. The members chosen for this function cannot be directors or officers of the corporation.

When the Corporation's annual expenditures are \$25,000 or greater, then the board will choose a CPA (Certified Public Accountant) to perform a full audit. The Board of Directors is responsible for selecting the CPA who conducts this annual audit, but the CPA cannot be an officer, board member or employee of the Corporation. Furthermore, the CPA cannot have any financial or family ties to any Director, officer, or employee of the Corporation.

The audit or membership review of the finances must be completed by April 1st after the close of the fiscal year.

9. Duty of Loyalty & Conflict of Interest

9.1 Duty of Loyalty.

No Officer or Director shall engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Corporation. No Officer or Director shall take any action, or establish any interest, that compromises his/her ability to represent the Corporation's best interest.

9.2 Conflict of Interest.

9.2.1 Definition.

A conflict of interest exists when a matter to be acted upon by the Board of Directors confers a direct, substantial benefit to any Officer or Director of the Board, or business or agency from which such an Officer or Director derives an income or has authority in governance.

9.2.2 Abstention.

An Officer or Director shall abstain from voting or attempting to influence the vote on any matter before the Board that places him or her in a conflict of interest.

9.2.3 Disclosure.

A Director shall disclose the conflict or potential conflict as soon as he/she recognizes the conflict. If self-disclosure is not revealed, the President or any member of the Board of Directors can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Board desires to abstain from voting because of a conflict of interest.

If no conflict of interest is disclosed but the President or any other Director states the opinion that such a conflict exists and the challenged Board member refuses to abstain from the deliberations or voting as requested, then the President shall immediately call for a vote of the Directors to determine whether the challenged Director is in a conflict of interest.

If a majority of the Directors present vote to require the abstention of the challenged Officer or Director, then that Officer or Director shall not be permitted to vote.

10. Construction

If there is any conflict between the provisions of the Certificate of Incorporation and the By-Laws, the provisions of the Certificate of Incorporation shall govern.

11. Contracts, Loans, Bank Checks & Drafts & Bank Deposits

11.1 Contracts.

The Board of Directors, except as these By-Laws may otherwise provide, may authorize any officer or officers, agent or agents, in the name of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances.

However, unless so authorized by the Board of Directors or expressly authorized by these By-Laws, no officers, agents or employees shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it financially liable in any amount for any purpose.

11.2 Loans.

No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

11.3 Bank Checks and Drafts.

All bank checks and drafts and all other such orders for the payment out of the Corporation funds, and all notes or other evidences of indebtedness of the Corporation, shall be signed by both the Treasurer and the President on behalf of the Corporation, or in another manner determined by a resolution of the Board of Directors.

11.4 Bank Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

12. Dissolution

12.1 Dissolution.

This Corporation may be dissolved by a two-thirds (2/3) majority vote of the Membership present at any Annual Meeting or Special Meeting of the Membership called for that purpose.

12.2 Residual Assets.

Upon dissolution of the Corporation, any residual assets shall be donated to NAMI-NYS, as an organization with similar purposes of this Corporation, or, if not practicable, to another not-for-profit organization(s) with purposes of this organization.

13. Harassment

Harassment of any kind is not productive and will not be tolerated by this Corporation. Any individual bound by these By-Laws who is subject to verbally abusive language relating to race, ethnicity, national origin, gender, religion, veteran status, marital status, age, disability or sexual orientation, or who experiences inappropriate physical touching or suggestive language is encouraged to report it immediately to the President.

Any individual bound by these By-Laws who is aware of such verbally or physically abusive conditions should report such activity immediately. The general policy will be reflected in the personnel policies and procedures promulgated by the Corporation to cover its staff as appropriate. However, nothing in this Article will bind the staff of the Corporation, who will instead be covered by the procedures contained in their personnel policies and program procedures.

14. Love and Warm Hugs (In honor of Jean Walters)

Mrs. Jean Walters is the "founding mother" of this corporation, since she helped start the independent FLAMI organization (Finger Lakes Alliance for the Mentally Ill) that eventually became NAMI-Finger Lakes Inc.

Since 1986 she has aided countless Finger Lakes families struggling with mental illness. Those who trekked to Jean's house for help have found empathy, calm advice, and warm hugs waiting for them.

While support, education, and advocacy are critical to helping the mentally ill, Jean's example reminds us that love and compassion have a power all their own.

Therefore, at all times this Corporation will encourage love and warm hugs:

- Love and warm hugs for our ill family members when they are symptomatic and at their most unlovable.
- Love and warm hugs for each other when the bad times bring us to tears.
- Love and warm hugs for ourselves when we do the best we can - and for the wonderful days when our best makes a difference!