



NAMI FINGER LAKES, INC.

Corporate By-Laws

**Originally Adopted May 15, 2006
Revised and adopted March 20, 2017**

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 ill,
- 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.

2.3 Independence from other agencies

NAMI Finger Lakes shall be independent of other agencies and advocacy groups not affiliated with NAMI, and shall not share bylaws, articles of incorporation, or boards of directors with other groups.

2.4 NAMI Name and Logo.

NAMI Finger Lakes recognizes that NAMI controls the name, acronym and logo of NAMI. Their uses shall be in accordance with NAMI policy, and upon termination of charter with NAMI-NYS, the uses of the name, acronym or logo shall cease.

3. Membership & Membership Meetings

3.1 Classes of Membership Authorized.

Classes of membership are determined by NAMI. To remain an affiliate of NAMI the corporation must have a minimum of five members.

3.2 Criteria for Membership.

Any individual who subscribes to the purposes of NAMI may become a member upon payment of dues. Dues are established by the Board of Directors of NAMI. Members are members of NAMI Finger Lakes, NAMI New York State, and NAMI. 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).

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 participated in 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 Secretary:

The Secretary will act as secretary for all Board of Director meetings and Membership meetings. Should the Secretary be absent, then a Director chosen by the Membership shall act as meeting Secretary.

3.11.4 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 FingerLakes' financial records to any NAMI FingerLakes 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 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 those 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 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.

Voting at Board meetings shall be by majority of the quorum of Directors and may be conducted by show of hands or voice vote. Should the Chairperson request a vote of the Directors outside of the context of a Board meeting, such vote may be conducted by electronic means. Approval shall require a majority of the full current membership of the Board, and the results of the vote shall be recorded in the minutes of the next Board meeting.

Acceptable forms of notices, reports and other communications from the Board and its Committees to the membership shall be by one or more of the following means: mail, e-mail or other electronic means addressed to the individual members, video conferencing, teleconferencing.

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 and Reviews.

At the Annual Meeting the Board of Directors shall present 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.

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.

The Corporation shall undertake a formal financial review every three years.

- When the Corporation's annual revenues are \$50,000 or less, the Board of Directors will arrange with a qualified professional to provide to provide a compilation of finances.
- When the Corporation's annual revenues are between \$50,001 and \$499,999 the Board of Directors will arrange with a Certified Professional Accountant to conduct a review of finances.
- When the Corporation's annual revenues are \$500,000 or greater, the Board of Directors will arrange with a Certified Professional Accountant to conduct an audit of finances,

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 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 Treasurer

The Treasurer shall be responsible for the supervision of an account of all monies received or expended 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 FingerLakes' financial records to any NAMI Finger Lakes member, officer, or Director who requests this information.

5.3.5 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.

The President may, subject to approval of a majority of the Board of Directors, appoint Committees of the Board. All Committees must consist of at least three members.

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 affecting the rights and responsibilities of the Membership as defined by Article 3 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. When setting compensation, the board and senior management staff will consider prevailing local wages, cost of living, and organizational resources. Every effort will be made to set compensation at rates that are competitive and fair.

As a public charity, the Corporation may enter into certain transactions with those who may be considered insiders, provided the Corporation does not provide a benefit to such individuals beyond the reasonable value of the goods or services provided in return. As such, the need for careful review of transactions is always present, particularly with respect to the compensation arrangements of those who exercise authority over the affairs of the Corporation.

Consequently, the Board of Directors (the “Board”) will approve compensation arrangements for individuals in a position to exercise substantial influence over the affairs of the Corporation or those who have exercised such influence within the past five years (“disqualified persons”), as well as compensation arrangements with the families of disqualified persons or entities in which a disqualified person has 35% or more control, through use of an “authorized body.” An individual exercises substantial influence over the affairs of the Corporation if that individual sits on its Board or if that individual shares ultimate responsibility for the management of the Corporation or any discrete portion thereof.

An authorized body may be the entire Board or a committee duly authorized to act for the Board; provided no member of the authorized body:

- a) is a disqualified person, or family member of a disqualified person, who will benefit from the compensation arrangement under discussion;
- b) is in an employment relationship subject to the direction or control of any disqualified person who will benefit from the compensation arrangement under discussion;
- c) receives compensation or other payments subject to approval by any disqualified person who will benefit from the compensation arrangement under discussion;
- d) has a material financial interest affected by the compensation arrangement under discussion; or

- e) is engaging in a reciprocal approval whereby the member approves the arrangement under discussion and, in turn, the disqualified person who will benefit from the compensation arrangement under discussion will then approve a transaction or compensation arrangement benefitting the member(each, a “disqualifying conflict”).

The authorized body will obtain, and rely upon, appropriate data for comparability with respect to the fairness of the compensation arrangement under discussion. Such data will include compensation paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions

The authorized body will contemporaneously document:

- a) the terms of the compensation arrangement under discussion;
- b) the votes of each member of the authorized body;
- c) the data relied upon and the source of that data; and
- d) any participation (in the form of answering questions of the authorized body) of individuals who would normally participate as part of the authorized body but for the presence of a disqualifying conflict.

Such documentation will be recorded in the minutes of the Corporation.

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.

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.

All Board members are required to sign the NAMI Finger Lakes Conflict of Interest disclosure form annually. Failure of new and current Board members to sign this form within thirty days of receipt will result in automatic dismissal from the Board.

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 another not-for-profit organization(s) with purposes similar to this organization.

13. Non Discrimination and Harassment

13.1 Non discrimination

There shall be no discrimination against persons by NAMI Finger Lakes on account of race, creed, sex, sexual preference, religion, age, disability, or national, urban or rural, or other geographical areas in the requirements for membership or its policies or actions.

13.2 Harassment

Harassment of any kind 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!