

AMENDED AND RESTATED BYLAWS
OF NAMI NORTHERN ILLINOIS

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AMENDED AND RESTATED BYLAWS

OF NAMI NORTHERN ILLINOIS

**ARTICLE I
NAME, OFFICES AND PURPOSES**

Section 1.1. Name. The legal name of this Corporation is NAMI Northern Illinois (“NAMI NI”), an Illinois not for profit corporation.

Section 1.2. Offices. NAMI NI shall have and continually maintain in the State of Illinois a registered office, and a registered agent whose office is identical with such registered office, as required by the Illinois Not for Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Illinois, and the address of the registered office may be changed from time to time by the Board of Directors (“Board”).

Section 1.3. Purposes.

a. NAMI NI is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and for the following purposes:

1. To develop an enlightened and more sympathetic public understanding of the nature of mental illness and the problems which confront those with mental illness.
2. To act as advocates for those with mental illness in matters of local, state, and federal legislation, also with entities that treat those with mental illness.
3. To establish, encourage, and perpetuate an organization of families, friends, and mental health professionals supporting those affected by and recovering from mental illness.

b. No part of the net earnings of NAMI NI shall inure to the benefit of any private individual; no part of the income of NAMI NI shall be distributed to its Directors, or Officers; provided, however, that the payment of reasonable compensation for services rendered shall not be deemed a distribution of income. No substantial part of the activities of NAMI NI shall consist of carrying on propaganda or otherwise attempting to influence legislation. NAMI NI shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or against any candidate for public office. NAMI NI may however inform members concerning voting records or statements of candidates or affiliates in public office.

c. NAMI NI shall possess all powers which a corporation organized under the General Not For Profit Corporation Act of the State of Illinois, as the same from time to time may be amended shall possess including the power to use, distribute, contribute,

expend, donate, apply and appropriate all of its property and assets, and all proceeds and avails thereof, and income and profit derived therefrom, exclusively for charitable, educational, scholastic, religious or scientific purposes; provided, however, NAMI NI shall not engage in any business which would disqualify it from being exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986, (the "Code"), as amended, or the corresponding provision of any future United States Internal Revenue law, as an organization described in Section 501(c)(3) of the Code.

d. Anything herein contained to the contrary notwithstanding, no assets of NAMI NI shall be donated, distributed, applied to, paid over or otherwise used or employed in any manner which would disqualify NAMI NI from being exempt from taxation as an organization described in Section 501(c)(3) of the Code.

Section 1.4. Dissolution. Upon dissolution or final liquidation of NAMI NI the Board shall, after paying or making provision for the payment of all liabilities of NAMI NI, dispose of all assets of the corporation exclusively for the purposes of NAMI NI in such manner, or to such organizations organized or operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt entity pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of a future U.S. Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disbursed by the Circuit Court of the county in which the registered office of NAMI NI is located, exclusively for such purposes or to such organization as said Court shall determine, which are organized and operated exclusively for charitable, educational, religious or scientific purposes.

Section 1.5. Affiliations. NAMI NI shall be affiliated with NAMI Illinois and with NAMI National.

Section 1.6. Primary Service Area. This organization shall primarily service the counties of Winnebago and Boone in Illinois and shall secondarily serve other counties contiguous to Winnebago and Boone if requested to do so as an advocate for those with mental illness.

Section 1.7. Independence. NAMI NI shall be independent of other agencies and advocacy group not affiliated with NAMI and shall not share bylaws, articles of incorporation, or board of directors with such other group.

ARTICLE II MEMBERS

Section 2.1. Selection. Any person 18 years of age or older who subscribes to the purposes of this organization shall be eligible for voting membership upon payment of annual dues. Membership with NAMI NI Membership means membership with NAMI Illinois and NAMI National as well.

Section 2.2. Voting. Each member in good standing shall be entitled to one vote on each matter submitted to the membership for approval.

Section 2.3. Dues. NAMI National's Board of Directors sets membership dues. Dues are split between NAMI National, NAMI Illinois, and NAMI NI. Annual membership dues shall be assessed as determined by the Board in accordance with NAMI National guidelines.

Section 2.4. Meetings and Primary Purpose. The membership shall hold an annual meeting in the month of May and may schedule such other meetings as shall be called by the Board or the President.

- a. At the annual meeting the Directors shall be elected to take office in July.
- b. Written notice of meetings stating the place, day, and hour shall be delivered, either personally or by mail, to each member, not less than five, nor more than sixty, days before the date of such meeting. In the case of all meetings, other than the annual meeting, the purpose for which a meeting is called shall be stated in the notice. If such notice is mailed, the notice of a meeting shall be deemed delivered when deposited in the mail addressed to the member at his address as it appears on the records of NAMI NI, with the postage thereon prepaid. It shall be the duty of the member to update his or her address. A member may also waive notice requirements.
- c. Notice shall be given of a meeting, either the annual or a special meeting, where members are required or permitted to vote on a matter. No notice is required for the general membership meetings of NAMI NI which occur on the second Tuesday of each month to discuss information and subjects relevant to the purpose of NAMI NI but where no vote of the membership is taken. NAMI NI shall attempt in its quarterly or other mailing to inform its membership of any change in the date or time of the monthly general membership meeting. The regular monthly membership meetings may be changed as to time and date by the Directors.
- d. Members must be present to vote. Voting of the members shall not take place informally or by proxy.

Section 2.5. Quorum and Manner of Acting. One-tenth of the members shall constitute a quorum at any meeting provided at least two Officers in office at the time of the meeting must be present for there to be a quorum. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice. If a quorum is present, the affirmative vote of a majority of the votes present shall be the act of the members.

ARTICLE III BOARD OF DIRECTORS

Section 3.1. General Powers. The affairs and property of NAMI NI shall vest and be in the Board. The Board shall have the power and authority to do and perform all acts

or functions consistent with the Articles of Incorporation and these bylaws and any amendments thereto, and the laws of the State of Illinois.

Section 3.2. Number, Election, Tenure and Qualifications.

- a. The Board shall consist of a range of nine (9) to fourteen (14) Directors, as set by resolution of the Board from time to time. The Board shall consist of the President, First and Second Vice Presidents, Secretary, Treasurer, immediate past President and up to eight (8) additional members.
- b. The Board, for those whose terms are expired, shall be elected at the annual meeting of the Board and, except as provided below, will hold office for terms of three (3) years or until their successors are duly elected and qualified, or until death, resignation or removal from office, whichever comes first. The terms of the Directors may be staggered as determined by resolution of the Board. Any Director may be elected to succeed himself or herself, provided he/she continues to satisfy the requirements for qualification specified in Section 3.2(c).
- c. Directors shall consist of persons who:
 - (i) Are distinguished by their achievement and good judgment;
 - (ii) Have knowledge and experience in areas which would aid NAMI NI in the development of programs and policies;
 - (iii) Are willing to commit time necessary to become and remain informed concerning the issues confronting NAMI NI;
 - (iv) Have the ability to regularly attend Board meetings;

Section 3.3. Resignation. Any Director may resign at any time by written notice to the Secretary. Such resignation shall take effect at the time specified therein (or upon its receipt if no time is specified). Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.4. Removal. Any Director may be removed by the Board whenever in its judgment the best interests of NAMI NI would be served thereby. The removal of such shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3.5. Vacancies. Any vacancy occurring in the Board because of death, resignation, removal or otherwise, shall be filled at a regular or special meeting of the Board. The Director elected by the Board to fill said vacancy shall complete the unexpired portion of the term of the vacating Director.

ARTICLE IV OFFICERS

Section 4.1. Officers. The Officers of NAMI NI shall be an immediate past President, two Vice Presidents, President, a Treasurer, and a Secretary. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board.

Section 4.2. Qualifications. All Officers of NAMI NI shall be members of the Board.

Section 4.3. Nominations and Election. The President shall appoint a nominating committee comprised of three (3) members of the Board at the regular meeting of the Board which occurs two meetings prior to the Annual Meeting. The nominating committee shall prepare a slate of nominees for election as Officers, who have agreed to serve, to be presented to the Board at its annual meeting. The Officers shall be elected by the Board at the annual meeting of the Board. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Vacancies may be filled at any meeting of the Board.

Section 4.4. Officers' Terms and Vacancy. Each Officer of the Board shall function in a term to run from the day following election for one year or until his successor is duly elected and qualified, or until his death, resignation, or removal from office, whichever comes first. The term of the immediate past President shall be for one year unless otherwise directed by a special vote of the Board. Officers may be reelected, but the President and two Vice Presidents may not serve for more than three consecutive years in any individual office without a special vote of the Board. If an office becomes vacant, the Board shall appoint a replacement Officer.

Section 4.5. Removal. Any Officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of NAMI NI would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.6. President. The President shall be the principle executive Officer of NAMI NI. Subject to the direction and control of the Board, he/she shall be in charge of the business and affairs of NAMI NI; he/she shall see that the resolutions and directives of the Board are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board; and, in general he/she shall discharge all duties incident to the Office of President and such other duties as may be prescribed by the Board from time to time. He/ She shall preside at all meetings of the Board. Except in those instances in which the authority to execute is expressly delegated to another Officer or Agent of NAMI NI or a different mode of execution is expressly prescribed by the Board or these bylaws, he/she may execute for NAMI NI any contracts, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed, and either individually or with the Secretary, or any other Officer thereunto authorized by the Board, according to the requirements of the form of the instrument. The President may vote all securities which NAMI NI is entitled to vote except as and to the extent such authority shall be vested in a different Officer or Agent of NAMI NI by the Board.

The President shall have exclusive oversight authority over any and all employees of NAMI NI unless said authority is delegated to an Officer of NAMI NI.

Section 4.7. First Vice President and Second Vice President. The First Vice President shall assist the President in the discharge of his/her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board. In the absence of the President or in the event of his inability or refusal to act, the first Vice President (or in the event there be more than one Vice President, the Vice Presidents, in the order designated by the Board, or by the President if the Board has not made such a designation, or in the absence of any designation, then in the order of their seniority of tenure) 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. Except in those instances in which the authority to execute is expressly delegated to another Officer or agent of NAMI NI or a different mode of execution is expressly prescribed by the Board or these bylaws, the Vice President (or any of them if there are more than one) may execute for NAMI NI any contracts, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed, and either individually or with the Secretary, or any other Officer thereunto authorized by the Board, according to the requirements of the form of the instrument.

Section 4.8. Treasurer. The Treasurer shall be the principle accounting and financial Officer of NAMI NI. He/ She shall: (a) have charge of and be responsible for the maintenance of adequate books of account for NAMI NI; (b) have charge and custody of all funds and securities of NAMI NI, and be responsible therefore, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine.

Section 4.9. Secretary. The Secretary shall: (a) record the minutes of the Board meetings in one or more books provided for that purpose and submit meeting minutes to the Board within 14 days of each meeting, (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by statute; (c) be custodian of the corporate records of NAMI NI; (d) keep a register of the post-office address of each Director which shall be furnished to the Secretary by such Director; (e) sign with the President, or a Vice President, or any other Officer thereunto authorized by the Board any contracts, deeds, mortgages, bonds or other instruments which the Board has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the Board or these by-laws; (f) perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board.

Section 4.10. Immediate Past President. The immediate past President shall be held by the President in office immediately prior to the election of a new President at the discretion of the Board of Directors. If the Board chooses to do so, the position may be filled by an active Board member.

ARTICLE V
MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1. Annual Meetings. The Annual Meeting of the Board shall be held in May of each year after the annual meeting of the members on such date, at such hour or place as the President of NAMI NI or the Board shall designate in the notice thereof for the purpose of electing Officers and transacting such other business as may come before the meeting. If the election of Officers shall not be held on the day designated herein, the Officers shall be elected at the June meeting of the Board or at a special meeting of the Board called as soon thereafter as practicable or at the next regular meeting of the Board.

Section 5.2. Regular Meetings. The Board shall, at the Annual Meeting, provide by resolution, the place, day and hour for the holding of regular meetings of the Board without other notice; provided however the Board shall meet at least three times per year.

Section 5.3. Special Meetings. Special meetings of the Board may be called by or at the request of the President or by not less than two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place within Illinois as the place for holding any special meeting of the Board called by them.

Written notice stating the place, day and hour of any special meeting of the Board shall be delivered, either personally, by United States mail, or by electronic mail, to each Director at least three days before the date of such meeting. If mailed the notice of meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the Directors at their addresses as shown on the records of NAMI NI. If given by electronic mail, such notice shall be deemed to be delivered upon receipt by the sender of an electronic acknowledgment of delivery to the recipient at the electronic mail address of the recipient as shown in the records of NAMI NI. Any Director may waive notice of any meeting either before or after the meeting; and the attendance of a Director at any meeting shall constitute a waiver of notice by such Director of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened for the transaction of such business. The business to be transacted at any special meeting shall be specified in the notice of such meeting. Neither the business to be transacted by the Board nor the purpose of any regular meeting need to be specified in the waiver of notice of such meeting unless specifically required by law, by the Articles of Incorporation of NAMI NI or by these bylaws.

Section 5.4. Quorum. A majority of the Directors plus any committee chairmen shall constitute a quorum for the transaction of business at any meeting of the Board Directors; provided that if less than a majority of the Directors are present, those Directors present may adjourn the meeting from time to time without further notice. Any Director may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meetings shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 5.5. Manner of Acting. The act of a majority of the Directors and any committee chairmen present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise required by applicable law, by the Articles of Incorporation of NAMI NI or by these bylaws. There shall be no voting by proxy. Each Director shall be entitled to one vote and there shall be no cumulative voting.

Section 5.6. Informal Action. Any action required to be taken at a meeting of the Board or any committee thereof may be taken without a meeting if a consent in writing setting forth the action so taken shall be provided by all of the Directors then in office or all members of a committee of the Board, as the case may be. Written consent may be provided by electronic mail. All the approvals evidencing consent shall be delivered to the Secretary at such mailing or electronic mail address as the Secretary may designate to be filed in the records of NAMI NI. The action shall be effective when all of the Directors or the committee members, as the case may be, have approved the consent, unless the consent specifies a different effective date.

Section 5.7. Presumption of Assent. A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he/she shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of NAMI NI as soon as possible after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE VI COMMITTEES

Section 6.1. Designation. The Board may, by resolution, create committees as needed and define the activities thereof. Members of committees of the Board shall be appointed by the President unless otherwise provided for by these bylaws or by resolution of the Board. Committees may include persons other than Directors; provided, that Board committees shall include one Director. The chairperson of any committee shall have the right to vote at any Board meeting.

Section 6.2. Term of Office. Each member of a committee shall serve until the next annual meeting of the Board or until a successor is appointed.

Section 6.3. Resignation and Removal. Any committee member may resign at any time by giving written notice to the President of the Board or Secretary of NAMI NI. Such resignation shall take effect at the time specified therein. Any committee member may be removed by the President of the Board or by a majority vote of the Board.

Section 6.4. Vacancies. Vacancies in the membership of any committee shall be filled by the President of the Board.

Section 6.5. Committee Chairperson. The President of the Board shall serve as chairperson of the Executive Committee and designate one member of each other committee(s) to serve as chairperson of that committee.

Section 6.6. Notice. Committees shall meet at the call of the chairperson of the committee. Notice of any committee meeting shall be given at least three business days before the meeting is to be held. Notice of the meeting shall be either oral or in writing at the discretion of the committee chairperson, and if given in writing shall be given in the manner described in Section 5.3 hereof.

Section 6.7. Quorum. A majority of the committee membership shall constitute a quorum for the transaction of business at any meeting of the committee.

Section 6.8. Manner of Acting. The act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee. A committee may also act by unanimous consent in writing without a meeting in the manner described in Section 5.7 hereof.

Section 6.9. Minutes. Each committee shall keep minutes of its meetings and shall regularly report to the Board.

Section 6.10. Rules. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with actions by the Board.

Section 6.11. Standing Committees. Certain standing committees shall be formed by the Board, as follows:

- a. **Executive Committee.** Shall be comprised of the President who shall serve as its chairperson, 1st and 2nd Vice-President, Treasurer, Secretary, and others as appointed by the President. The Executive Committee shall (i) review the agenda for all meetings of the Board; (ii) act as authorized by the Board; (iii) review and oversee all other committees; (iv) review committee reports and recommendations and communicate same to the Board; (v) review committee requests and recommend requests to the Board; and (vi) make recommendations to committees.
- b. **Nominating Committee.** The nominating committee shall suggest the slate of Board members and Officers for each year's election at the annual meeting in the case of Board members and at the April Board meeting, or the monthly board meeting to follow, for Officer Candidates and shall nominate for Board consideration new members to serve on the Board and as Officers. The slate of Board member candidates shall be presented to the members before the May meeting and the slate of Officers to the Board at the June meeting or the monthly board meeting to follow.
- c. **Fundraising Committee and Proration.**
- d. **Legislative Committee.**
- e. **Finance Committee.** In each fiscal year the Treasurer in conjunction with the Finance committee shall prepare a budget based on the best estimate of the income and expenses for the following year, and submit it to the Board for approval. If approved, the Board shall make the necessary appropriations as it may determine. The approved budget shall be presented to the membership at the first regular meeting of the new fiscal year.

- f. Program Committee.
- g. Education Committee.
- h. Membership Committee. Maintain a complete list of the names and addresses of all members and keep a current list at the principal office of NAMI NI.
- i. Financial Review Committee. The financial review committee shall review the books and records of accounts of NAMI NI annually. A formal audit or review of the books and records of accounts will be initiated by this committee every three (3) years, or as necessary and when there is a change in the office of Treasurer.
- j. Consumer Committee.
- k. Outreach Committee.

ARTICLE VII FISCAL MATTERS

Section 7.1. Fiscal Year. The fiscal year of NAMI NI shall begin on the first day of July of each year and end on the last day of June in the next succeeding year.

Section 7.2. Contracts. The Board may authorize any Officer or Officers, agent or agents of NAMI NI, in addition to the Officer so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of NAMI NI and such authority may be general or confined to specific instances.

Section 7.3. Loans. No loans or borrowing shall be contracted for or on behalf of NAMI NI unless authorized by a resolution of the Board. Such authority may be general or confirmed to specific instances. No loan shall be granted to any Officer or member of the Board of the Corporation.

Section 7.4. Checks and Drafts. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of NAMI NI shall be signed by such Officer or Officers, agent or agents of NAMI NI and in such manner shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or the President of NAMI NI.

Section 7.5. Deposits. All funds of NAMI NI, not otherwise employed, shall be deposited from time to time to the credit of NAMI NI in such banks, trust companies or other depositories as the Board may select.

Section 7.6. Books, Records and Accounts. NAMI NI shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board, and committees having any of the authority of the Board, and shall keep at the registered

or principal office a record giving the names and addresses of the Directors. All books and records of NAMI NI may be inspected by any Director, or his agent or attorney for any proper purpose at any reasonable time.

Section 7.7. Gifts. The Board may accept on behalf of NAMI NI any contribution, gift, bequest, or device for the general purposes or for any special purpose of NAMI NI.

Section 7.8. Inurement of Income. NAMI NI shall be a non-stock and not-for-profit, non-political, non-sectarian organization and no dividends shall be paid. No part of the net earnings of shall inure the benefit of, or be distributable to, its members, Directors, or Officers.

Section 7.9. Finances. Funds necessary for the accomplishment of the purposes and functions of the organization may be raised:

- a. By voluntary contributions, grants, devises, bequests and other gifts.
- b. In any other manner approved by the Board.

ARTICLE VIII

NAMI NAMES

Section 8.1. NAMI National Controls NAMI Name. NAMI NI acknowledges that NAMI controls the use of the name, acronym and logo of NAMI and that use shall be in accordance with NAMI policy and that upon termination of affiliation with NAMI, the uses of these names, acronyms and logo by NAMI NI shall cease.

Section 8.2. Name Change upon Termination of Affiliation with NAMI. Within 30 days of termination, NAMI NI will change its name to reflect that it is no longer connected to NAMI.

ARTICLE IX

WAIVER OF NOTICE

Whenever any notice whatever is required to be given, either by applicable law or under any of the provisions of these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE X
RULES OF ORDER**

All matters of procedure not otherwise herein expressly provided for shall be governed by Robert's Rules of Order, as the same shall, from time to time, be revised and amended.

**ARTICLE XI
COMPENSATION**

Neither Directors nor Officers of the Board shall receive any compensation for serving on the Board or for attending meetings except that, by resolution of the Board, actual expenses, if any, may be allowed for the attendance at the meetings of the Board.

Any Officer of the Board or Director of NAMI NI may perform professional or other services for NAMI NI and receive reasonable compensation therefore; otherwise no Director or Officer of the Board shall receive compensation for serving NAMI NI in any other capacity. No relative of a Director or Officer of the Board may receive compensation from NAMI NI except reasonable compensation for services performed to the same extent as if such services were performed independently by other employers.

**ARTICLE XII
CONFLICT OF INTEREST**

Section 12.1. Conflict of Interest.

- a. Any Director, Officer or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of their interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to NAMI NI's interest.
- b. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use their personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person shall not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.
- c. For the purposes of this Section, a person shall be deemed to have an "interest" in a contract or other transaction if he/she is a party (or one of the parties) contracting or dealing with NAMI NI, or is a Director, trustee or Officer of, or has a significant financial or influential interest in, the entity contracting or dealing with NAMI NI.

ARTICLE XIII INDEMNIFICATION

Section 13.1. Power to Hold Harmless. Subject to the laws of Illinois in effect from time to time, any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of NAMI NI) by reason of the fact that he/she is or was a Director, Officer, employee or agent of NAMI NI, or who is or was serving at the request of NAMI NI as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to the best interests of NAMI NI, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of NAMI NI, with respect to any criminal action or proceeding that the person had reasonable cause to believe that his conduct was lawful.

Section 13.2. Power to Indemnify Litigant. Subject to the laws of Illinois in effect from time to time, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of NAMI NI to procure a judgment in its favor by reason of the fact that he/she is or was a director, Officer, employee or agent of NAMI NI, or is or was serving at the request of NAMI NI as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of NAMI NI except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to NAMI NI, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 13.3. Reimbursement Authorized. To the extent that a Director, Officer, employee or agent of NAMI NI has been successful, on the merits or otherwise in the defense of any action, suit or proceeding referred to in Sections 12.1 or 12.2, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 13.4. Determination if Reimbursement is Proper. Any indemnification under Sections 12.1 or 12.2 (unless ordered by a court) shall be made by NAMI NI only as authorized in the specific case, upon a determination that indemnification of the

Director, Officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 12.1 or 12.2 of this Article. Such determination shall be made: (1) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs by independent legal counsel in a written opinion.

Section 13.5. Advance of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceedings may be paid by NAMI NI in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this Article.

Section 13.6. Non-Exclusivity. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of the disinterested Directors, or otherwise, both as to action in his official capacity, and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be such a Director, Officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 13.7. Right to Acquire Insurance. NAMI NI should at all times maintain general liability and D&O insurance, each naming NAMI Illinois as an additional insured and which policies required notice to NAMI Illinois before cancellation.

NAMI NI may purchase and maintain additional insurance on behalf of any person who is or was a Director, Officer, employee or agent of NAMI NI or who is or was serving at the request of NAMI NI as a Director, Officer employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not NAMI NI would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE XIV AMENDMENTS

No provisions of the bylaws to be amended or replaced shall be inconsistent with the organization's status as a nonprofit corporation under the laws of the State of Illinois or inconsistent with the organizations' tax-exempt status under the IRS Code. NAMI, Illinois must approve any changes to the bylaws and no changes to the Bylaws are final until approval from NAMI, Illinois is duly given. Such approval shall not be unreasonably withheld. The bylaws must remain consistent with all relevant NAMI governing documents.

**ARTICLE XV
NON-DISCRIMINATION**

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

ADOPTED by the members this _____ day of May, 2018, at Rockford, Illinois.

President

Attest:

Secretary