

**NATIONAL ALLIANCE ON
MENTAL ILLNESS IN DELAWARE
FOUNDATION**

Bylaws

**BYLAWS
NATIONAL ALLIANCE ON
MENTAL ILLNESS IN DELAWARE FOUNDATION**

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**NATIONAL ALLIANCE ON
MENTAL ILLNESS IN DELAWARE FOUNDATION
(d/b/a NAMI DELAWARE)**

BYLAWS

“The roles of NAMI Delaware, among other things, to develop a mental illness agenda within their respective states which reflects the needs of all areas of their respective states, to conduct advocacy at state level within the legislative, executive and judicial branches, to monitor the activities and the budgets of state agencies, to encourage coordination of local advocacy, to support Affiliates by (i) organizing new Affiliates, (ii) providing a state information and referral service, (iii) providing technical assistance to Affiliates, (iv) conducting state conferences, and to report on state issues to NAMI.” NAMI National By-Laws, Article I, Section Two, 3(b).

ARTICLE I - MISSION

NAMI (National Alliance on Mental Illness) is a national, non-profit, grassroots advocacy, support, and educational organization dedicated to enabling those with mental illness to recover and to eliminating social stigma against them.

As a formally chartered state organization of NAMI, the mission of NAMI DELAWARE in collaboration with its affiliates and members is (i) to advocate the interests of its members to the legislative, executive, and judicial branches of state government, to other stakeholders in the statewide mental health community, and to the general public, (ii) to assist the creation of affiliates and their development in carrying out their local missions, (iii) to educate the general public, and (iv) to implement NAMI national policies and requirements and to represent the interests of its affiliates and members to NAMI national.

ARTICLE II – NAME AND LOGO

The name of the corporation is National Alliance on Mental Illness in Delaware Foundation, also doing business as NAMI DELAWARE (“NAMI DELAWARE” or the “Corporation”). NAMI DELAWARE and NAMI DELAWARE Affiliates shall include in their names the words “NAMI.” By acceptance of a charter of Affiliate status, NAMI DELAWARE acknowledges that NAMI controls the use of the name, acronym, and logo of NAMI, that their uses shall be in accordance with NAMI policy, and that upon termination of affiliation with or charter by NAMI, the uses of these names, acronyms and logo by NAMI DELAWARE shall cease.

ARTICLE III – MEMBERSHIP

SECTION 1 – MEMBERS

The following categories shall be voting members as provided below:

- (1) Members
- (2) Local Affiliates

(1) Members

(a) Definition - a Member is:

- (i) a person with a mental illness, or
- (ii) a relative of a person with a mental illness, or
- (iii) a friend of a person with a mental illness, who has paid dues to NAMI DELAWARE or becomes an “Open Door” member.

A Member may be one individual or a family of individuals living in one household that is counted as one for the purposes of paying dues and voting. A Member accepts the mission of NAMI. A reduced due rate, called “Open Door,” is available to members who wish to use it. The Open Door dues rate is set by NAMI. “Open Door” Members shall have all the rights and privileges of members who pay the regular dues.

(b) Voting Rights - Members (i) shall be voting members of NAMI DELAWARE or one or more Affiliates, and (ii) may nominate and elect members of the Board.

(c) Affiliate Membership - A Member may support and work within several Affiliates but shall be a voting member of only one (1) Affiliate for NAMI DELAWARE purposes.

(2) Local Affiliates(Affiliates)

(a) Definition - An Affiliate shall be a group of five or more Members which has been granted status as an Affiliate of NAMI DELAWARE by the NAMI Board of Directors.

(b) Voting Rights - Each Affiliate in good standing shall be a voting member in any election or other vote on NAMI DELAWARE matters, excepting the nomination and election of members of the Board and adoption and amendment of the Bylaws of NAMI DELAWARE. The number of votes each Affiliate shall be entitled to cast shall be determined by the following formula: if the number of members in the affiliate is 5-25, then one vote; if 26-50, two votes; if 51 or over, then two votes plus one additional vote for each additional 50 members over 50 members.

- (c) Certification - Each Affiliate shall certify the number of paid up Members of that Affiliate to the Secretary of NAMI DELAWARE in writing at least four (4) weeks in advance of each Annual Meeting of NAMI DELAWARE. Members whose local Affiliate dues have been so waived will qualify in membership counts of their Affiliates.
- (d) Good Standing - An Affiliate in good standing shall be defined as an Affiliate whose dues have been paid to NAMI DELAWARE and NAMI for their current fiscal years. A list of members of the Affiliate shall accompany the dues payment.
- (e) Endorsement of Applications - All applications to NAMI for Affiliate membership in NAMI shall be endorsed by NAMI DELAWARE. Failure or refusal of NAMI DELAWARE to endorse favorably a membership application of a proposed Affiliate within sixty (60) days of the date of NAMI DELAWARE's receipt of a copy of the application from NAMI may, at the election of the applicant, be deemed to be a dispute for resolution through the provisions of Article XI below.

ARTICLE IV - FINANCE

SECTION 1 - DUES

NAMI DELAWARE Affiliates shall pay dues yearly for their paid members in the amount established by the NAMI Board.

SECTION 2 - DATES DUES PAYABLE

Dues are payable on June 1 of each year and become delinquent after June 30.

SECTION 3 - FISCAL YEAR

The fiscal year of the Corporation shall be from July 1 through June 30, unless determined otherwise by the Board of Directors.

SECTION 4 - APPROVAL OF EXPENDITURES

All expenditures shall be made pursuant to a budget approved by the Board at the beginning of each fiscal year. Any proposed expenditure not included in the approved budget must be approved by the President and Treasurer.

SECTION 5 - AFFILIATE USE OF NAMI DELAWARE TAX EXEMPT STATUS

The board may adopt procedures to extend NAMI DELAWARE's Federal tax exempt status to Affiliates that have not obtained approval as a tax exempt organization when so requested by an Affiliate and when the Affiliate agrees to the NAMI DELAWARE procedure including maintaining records and submitting required financial reports.

ARTICLE V - MEMBERSHIP MEETINGS

SECTION 1 - ANNUAL MEETINGS

- (1) The Annual Meeting of the members of NAMI DELAWARE shall be held at the annual conference each year, unless otherwise directed by the Board, on such date and at such place as the Board shall designate. The number of members that shall be present or by proxy at any Meeting in order to constitute a quorum shall be that number that is one-third (1/3) of the number of members of the Board then in office.
- (2) At the Annual Meeting, the agenda shall include, without limitation, filling vacancies on the Board in accordance with procedures set forth in these Bylaws, voting on proposed amendments to these Bylaws, and the Board's Annual Report to the members.
- (3) All resolutions to be acted upon at the Annual Meeting of the membership shall be proposed only by voting Affiliates, the Board, duly constituted committees of the Board or by Members' petition. All proposed resolutions shall be submitted in writing to the Bylaws and Resolutions Committee at least forty-five (45) days in advance for the Annual Meeting (registered mail suggested) at which they are to be considered. Such resolutions with the recommendations of the Bylaws and Resolutions Committee shall be forwarded by that Committee to each Affiliate for deliberation not less than thirty (30) days prior to the meeting.
- (4) At least thirty (30) days before the meeting, written notice of the time, date and place of the meeting shall be given to each Member and to each Affiliate. Each Affiliate is also encouraged to give such notice promptly to each of its members.

SECTION 2 - SPECIAL MEMBERSHIP MEETINGS

- (1) Call by President/Board - Special meetings of the members may be called by the President in concurrence with the majority of the Board, or by a majority of the Board.
- (2) Call by Members - Special meetings may also be called by petition of one-eighth (1/8) of the Members of NAMI DELAWARE.

- (3) Notice - A minimum of thirty (30) days written notice of the time, date, place and purpose shall be given to each Member and to each Affiliate. Each Affiliate is also encouraged to give such notice promptly to each of its members.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1 - COMPOSITION

The Board of Directors of the Corporation shall consist of no more than eighteen (18) persons who are Members.

SECTION 2 - QUALIFICATIONS

Two thirds of the Board members shall be relatives or friends of persons with mental illness or persons who themselves have experienced a serious mental illness.

SECTION 3 - TERM OF OFFICE

- (1) Term - Directors will be elected for a term of three (3) years, and until their successors are duly elected and qualified. The terms of directors shall be staggered so that there shall be a regular rotation of members on and off the Board, with one third of the directors elected each year.
- (2) Vacant Board Positions - If a vacancy occurs on the Board or one is not filled at the Annual Meeting, the President shall appoint a qualified person, with the advice and consent of the Board, to fill the position for the remainder of the affected term. The period spent filling a vacant Board position as appointed by the President shall not count against the term limits described above.
- (3) Delay in Annual Meeting Extension of Term - In the event that the Annual Meeting has not taken place as specified in Article V, Section 1, the incumbent officers and directors shall continue to hold office until the Annual Meeting takes place.

SECTION 4 - NOMINATIONS AND ELECTIONS

- (1) Nominating - Members and Affiliates may submit nominations for members of the Board to the Board Development and Nominating Committee at least ninety (90) days prior to the Annual Meeting. Such nominations must be signed by at least three (3) members, include a brief resume of the nominee's qualifications and attest to the nominee's consent to serve.
- (2) Slate of Nominees - The Board Development and Nominating Committee shall prepare a slate of nominees for the Board and their resumes, including those directly nominated by members and Affiliates and those it nominates additionally,

giving weight to the representation of interests of, among others, consumers, minorities, ages, urban, rural and other geographical areas within the state. Such written list of nominees shall be included with the written notices of the Annual Meeting as provided in Article V, above. Proxy forms will be made available on the NAMI DELAWARE website. The resume of each nominee will also be posted on the NAMI DELAWARE website, a copy will be mailed to each Affiliate, and copies will be made available at the Annual Meeting.

- (3) Nominations from Floor - Additional nominations may be made from the floor. Floor nominations must be supported by a resume to be distributed on the membership present at the Annual Meeting and attest to the nominee's consent to serve. Such nominations shall not affect prefilled proxy votes.
- (4) Consent - Only those who have consented to serve, if elected, may be nominated.
- (5) Voting Procedures
 - (a) The President shall appoint a Teller's Committee consisting of at least three (3) Members.
 - (b) Voting shall be by open ballot.
 - (c) The nominee(s) receiving the most votes shall be considered elected. Thus, for example, if there are three (3) three year terms, the top three (3) nominees are elected.

SECTION 5 - RESIGNATION AND REMOVAL

- (1) Any director may resign at any time by giving written notice to the Board or to the President of the Corporation.
- (2) Any director may be removed from the Board at any time for good cause, which includes but is not limited to, a recurring pattern of missing meetings and/or not participating in assigned committees or duties, or behavior that is detrimental to the Corporation. Removal shall occur only after a resolution shall be adopted by affirmative vote of a majority of the Board present at any meeting at which there is a quorum.

SECTION 6 - DUTIES

The board shall, in addition to the duties otherwise imposed by the law and Bylaws:

- (1) Carry out the mission, mandates and policies of NAMI DELAWARE, and establish strategic direction for the Corporation.

- (2) Direct all business and financial affairs for and on behalf of NAMI DELAWARE, be responsible for all of its property and funds, and provide for an annual audit by a certified public accountant.
- (3) Foster the growth and development of NAMI DELAWARE and its Affiliates.
- (4) Provide for bonding of all persons handling money or other property of NAMI DELAWARE.
- (5) Fill vacancies on the Board and on committees except as otherwise provided in these Bylaws.
- (6) Create, appoint, determine functions of, and establish priorities for such committees as it deems necessary.
- (7) Approve program, time and place of the Annual Meeting of NAMI DELAWARE.
- (8) Provide for the development and maintenance of procedural documents related to these Bylaws.

SECTION 7 - MEETING OF THE BOARD OF DIRECTORS

- (1) Annual Board Meeting - After each Annual Meeting of the membership, the Board shall meet and organize by electing from the directors, the officers of the corporation, such officers to hold office until the next Annual Board Meeting or until their successors shall have been elected.
- (2) Regular Meeting - In addition to the Annual Board Meeting, the Board shall hold at least three (3) more regular Board meetings annually, the time and places to be designated by the President in a written notice.
- (3) Special Meetings - Special meetings of the Board may be called by the President or any four members of the Board with a least seven (7) days' notice served to each member of the Board.
- (4) Meeting by Mail/Phone - If approved in advance by a majority of the elected officers of NAMI DELAWARE, mail/phone/fax/e-mail or other electronic means such as videoconference or other current technology may be used when a Board decision is needed between scheduled Board meetings and voting may be conducted in any of these formats subject to the requirements of Delaware law.
- (5) Attendance by Members - Members of Affiliates are welcome to attend all meetings of the Board and may speak at the invitation of the Board, but do not have a vote.
- (6) Quorum - A majority of the Board shall constitute a quorum at any meeting of the Board and a majority of those present shall have the power to act in all matters, except as specifically provided to the contrary elsewhere in these Bylaws and

provided however, that no real estate of the corporation be sold, leased, mortgaged or otherwise disposed of except by resolution approved by not less than a majority of the Board serving at that time.

SECTION 8 - BOARD COMMITTEES

The Board shall establish such committees as it deems necessary and establish the duties of each. The President shall appoint the chair and members of all board committees, subject to Board ratification, and shall be an ex officio voting member of all committees. Members shall serve for the full time of the President who appointed them, unless the President decides otherwise. Board committees may have as members persons who are not Board members, unless these By-Laws expressly exclude them.

(1) Standing Committees

- (a) **Executive Committee:** The Executive Committee shall consist of the officers plus up to two Board members selected by majority vote of the Board. The Executive Committee shall exercise all powers of the Board between meetings of the Board. All proceedings of the Executive Committee shall be reported to the Board as its next meeting and shall be subject to ratification by a majority vote of the Board.
- (b) **Finance and Audit Committee:** The Treasurer shall chair this committee. Its members must include at least one person with accounting or finance experience/expertise. It may include as members non-members of the Board, however, excluding employees of NAMI DELAWARE. It has a basic twofold responsibility. One is to propose each year for Board adoption the annual budget and report at each meeting the status of that budget; the other is to select the auditor for the purpose of the annual audit and to report the results of that audit to the Board.
- (c) **Board Development and Nominating Committee:** The Vice President chairs this committee. Appointments to this committee shall be made at least nine (9) months prior to the subsequent Annual Meeting. After following the procedures required in Article VI, Section 4, this Committee will present its slate of candidates for the Board at the Annual Meeting. It will present its slate for Officers of the Board at the Board meeting following the Annual Meeting.

This committee also is responsible for conducting an orientation for new board members, for assuring that there is maintained an up to date record of board members with their resumes, for determining each year the number of board positions available and the expertise and experience needed by the Board, and for annual evaluation of individual and collective Board performance.

- (d) **Public Policy Committee:** The Public Policy Committee, in close collaboration with the Executive Director, shall develop and recommend to the Board each year a state wide, strategic mental health agenda.
- (e) **Development and Marketing Committee:** This Committee each year shall review fundraising activities and propose to the Board a fund raising plan.

(2) Ad Hoc Committees

The Board creates ad hoc committees and defines their duties.

ARTICLE VII - OFFICERS

SECTION 1 -COMPOSITION

The Officers of NAMI DELAWARE shall be Board members consisting of a President, Vice President, Treasurer and Secretary.

SECTION 2 - QUALIFICATIONS

Each officer shall have been a Member of NAMI for one (1) year immediately before election.

SECTION 3 - TERM OF OFFICE

- (1) Term - A complete term of an Officer begins when elected at the first Board meeting immediately following the Annual meeting and lasts until the next Annual Board Meeting (normally one year), except where modified elsewhere in these Bylaws.
- (2) Slate of Candidates - The Board Development and Nominating Committee shall present a slate of candidates for Board Offices at the first Board meeting immediately following the Annual Meeting.

SECTION 4 - DUTIES

- (1) The President shall:
 - (a) Chair the Board and have general supervision of the affairs of the Corporation under the direction of the Board and the Executive Committee and preside at all meetings of the Corporation, the Board and the Executive Committee.
 - (b) Appoint, with the approval of the Board, all standing and special committee chairpersons and members and shall be an ex officio member

of all standing committees and ad-hoc committees except the Board Development and Nominating committee.

- (c) Exercise such authority and perform such as the Board may from time to time assign or has assigned under these Bylaws.
 - (d) Preside at the Annual Meeting, make an Annual Report of NAMI DELAWARE and have a copy of the Annual Report forwarded to NAMI.
- (2) The Vice President shall:
- (a) Serve as President elect succeeding the current President when the President's term ends due to term limitation or choosing not to stand for another term.
 - (b) Serve as President in the event the President is absent or unable to serve.
 - (c) Succeed to the Office of President for the unexpired portion of the term in the event of death, resignation, removal or disqualification of the President.
 - (d) Chair the Board Development and Nominating Committee.
 - (e) Perform such other duties and exercise such other authority as may be from time to time assigned to the First Vice President by the President of the Board.
- (3) The Treasurer shall:
- (a) Chair the Finance and Audit Committee.
 - (b) Assume such other duties as assigned by the President.
- (4) The Secretary shall:
- (a) Give notice of all meetings, keep minutes of all meetings, record all votes taken and submit the full minutes to the Board and shall provide for these actions to be covered if absent from a Board meeting.
 - (b) Assume other duties as may be delegated by the President.

SECTION 5 - RESIGNATION AND REMOVAL

- (1) Resignation: An officer may resign from his/her officer position only by submitting a written resignation to the President or Secretary or to the other members of the Board.

(2) Removal: An officer may be removed from his/her officer position, with or without cause, as determined by a two-thirds (2/3) vote of the Board present at any meeting at which there is a quorum.

SECTION 6 - TRANSFER OF RECORDS

The officers and Committee Chairpersons shall transfer to the successors all records, monies and supplies within one (1) month of completion of their term of office.

ARTICLE VIII - EXECUTIVE DIRECTOR

An Executive Director shall be employed by the Board and is the Chief Executive Officer of NAMI DELAWARE, including responsibility for management of and supervision over day-to-day affairs of the Corporation. In addition to the duties stated in the position description and inherent in the position, the Executive Director shall also exercise such authority and perform such duties as the Board may from time to time assign to the Executive Director.

ARTICLE IX - BUSINESS AND COMPENSATION

SECTION 1 - BOOKS AND RECORDS

NAMI DELAWARE shall keep correct and complete books and records of its accounts and transactions, and minutes of the proceedings of its Board and its committees. The books and records of the Corporation shall be in written form or in other form for visual inspection. These records, the Charter and Bylaws of the Corporation, and a roster of its directors and officers, shall be kept at the offices of NAMI DELAWARE.

SECTION 2 - ACCOUNTING PRACTICES

The accounts of NAMI DELAWARE shall be maintained in accordance with sound accounting practices and shall be audited at the end of each fiscal year by a certified public accountant selected by the Board.

SECTION 3 - DEPOSITORIES FOR CORPORATE ASSETS

The assets and accounts of NAMI DELAWARE shall be deposited to the credit of NAMI DELAWARE in depositories approved by the Board.

SECTION 4 - SIGNATURE AUTHORITY

The Board shall designate the officers and employees having authority to sign and endorse checks, other negotiable instruments, contracts and agreements on behalf of the Corporation.

SECTION 5 - COMPENSATION

No officer, director or committee member of NAMI DELAWARE shall receive compensation for their services in such capacities. However, such individuals may be reimbursed for all expenses reasonably incurred on behalf of the Corporation. In addition, nothing in this section is intended to preclude any such individual from receiving compensation for his/her services to the Corporation in some other capacity, provided that such arrangement is approved by the Board without participation of any such interested individual.

ARTICLE X - NON DISCRIMINATION

NAMI DELAWARE and its member Affiliates shall not discriminate against any person or group of persons on the basis of race, color, nationality, gender, religion, age, disability, marital status or sexual orientation in the requirements for membership, its policies or actions.

ARTICLE XI - DISPUTE RESOLUTION

SECTION 1 - PROCEDURE FOR DISPUTE RESOLUTION BETWEEN AFFILIATES/PROPOSED AFFILIATES

The Board shall mediate resolution of any dispute between Affiliates/Proposed Affiliates which cannot be successfully resolved by the principals. The President shall receive written notice from the Board of Directors of the Affiliate(s)/Proposed Affiliate(s) which are party to the dispute, notifying the President of the existence of the dispute and the names of persons authorized to act on behalf of the disputants. The President shall investigate personally, or through an Ad Hoc Dispute Committee, and work with the parties to mediate a resolution.

In the event that resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the President of written notice of the existence of the dispute, the dispute, together with the names of persons authorized to act on behalf of the Affiliate(s)/Proposed Affiliate(s), shall be referred to the NAMI Board for final and binding resolution.

SECTION 2 - PROCEDURE FOR DISPUTE RESOLUTION BETWEEN NAMI DELAWARE AND AFFILIATE(S)/PROPOSED AFFILIATE(S)

The Board shall mediate resolution of any dispute which cannot be successfully resolved between NAMI DELAWARE and its Affiliate(s)/Proposed Affiliate(s). The President shall receive written notice from the Board of Directors of the Affiliate(s)/Proposed Affiliate(s) which are party to the dispute, notifying the President of the existence of the dispute and the names of persons authorized to act on behalf of the disputants. The President shall investigate the dispute and work with the parties to mediate a resolution. If the President is a party to the dispute, then an Ad Hoc Committee will be formed by the Board to mediate a resolution of the dispute.

If a resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the President of written notice of the existence of the dispute, the dispute together with the names of persons authorized to act on behalf of NAMI DELAWARE and the Affiliate(s)/Proposed Affiliate(s), shall be referred to the NAMI National Board for final and binding resolution.

ARTICLE XII - AMENDMENT OF BYLAWS

SECTION 1 - AMENDMENT

Amendments may be proposed by request of ten (10) voting members or any Director. Such material shall also be made available to Members by posting the material on the NAMI DELAWARE website. In addition, each Affiliate is encouraged to give such written notice to each of its members promptly. The Board of Directors may amend the Bylaws.

ARTICLE XIII - NOT FOR PROFIT CORPORATION LAW

Whenever not otherwise provided in the Bylaws, the internal affairs of the Corporation shall be governed by the procedures established in the non-profit corporation law of the State of Delaware.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

A current edition of Robert's Rule of Order shall govern the conduct of business in all applicable cases that are not in conflict with these Bylaws.

RESOLUTION ADOPTING BYLAWS

ADOPTED BY the National Alliance on Mental Illness in Delaware Foundation
THIS 16TH DAY OF OCTOBER, 2013.

Edward McNally

Edward McNally, Esq., Secretary