

Bylaws of NAMI Portage-Wood Counties, Inc.

Adopted by Corporate Resolution as of November 16, 2015

Article I

Name, Mission Statement and Non-profit Purpose

Section 1. Name. The name of the non-stock corporation shall be NAMI Portage-Wood Counties, Inc. (referred to as the "Corporation").

Section 2. Use of the NAMI name. The Corporation acknowledges that the National Alliance on Mental Illness (referred to as "NAMI") controls the use of the name, acronym and logo of NAMI, and that use shall be in accordance with NAMI policy, including the Corporation's affiliation agreement, and that upon termination of affiliation with NAMI, the uses of these names, acronyms and logo by the Corporation shall cease.

Section 3. Mission Statement. NAMI Portage-Wood Counties, Inc. is a Wisconsin non-stock corporation that provides support, education and advocacy throughout the Portage and Wood counties, Wisconsin area on behalf of individuals and families affected by mental illness.

Section 4. IRS Section 501(c)(3) Purposes. The Corporation shall be a public charity and is organized exclusively for educational and charitable purposes under Section 501(c)(3) of the Internal Revenue Code.

Article II

Membership and Dues

Section 1. Membership. Members are persons who complete a membership form, accept the mission of the Corporation, pay dues, and comply with any membership policies of the Corporation.

Section 2. Membership Privileges. Members elect the Board and amend the bylaws of the Corporation.

Section 3. Membership Dues. Dues are established by the Board of Directors of NAMI.

Article III

Membership Meetings

Section 1. Annual. There shall be an annual meeting of the membership held in May of each year. Members will be informed of the date and time of the annual meeting by notice thirty (30) days prior. Notice of an annual meeting shall include a description of any matter or matters that must be approved by the members.

Section 2. Regular. Regular meetings, if any, shall be held according to a schedule set at the annual meeting.

Section 3. Special. The Board, or twenty percent (20%) of members, may call a special meeting.

Section 4. Quorum. Ten percent (10%) of the members shall constitute a quorum for any meeting at which a vote is to be taken.

Section 5. Notice of Meetings. The Secretary shall deliver to each member by mail, fax, e-mail, personal delivery or private carrier a notice of each annual, regular, and special meeting, stating the time and place of the meeting, a description of the matter or matters requiring the approval of members, and in the case of a special meeting, the purposes of the special meeting.

Notice of a member meeting shall be given not less than ten (10) days, nor more than forty-five (45) days, before the date scheduled for the meeting referred to in the notice.

Whenever any notice whatsoever is required to be given under the provisions of the Nonstock Corporation Law of the State of Wisconsin or under the provisions of the articles of incorporation or the bylaws of the Corporation, 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.

Section 6. Proxy. The Corporation does not permit proxy voting by members.

Section 7. Informal Action. In accordance with Wis. Stat. § 181.0704, any action required or permitted to be approved by the members, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by members holding at least two-thirds (2/3) of the voting power of the Corporation. The action must be evidenced by one or more written consents describing the action taken, signed by the required number of members, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. All signatures on the written consent shall be dated and, in determining whether the required number of members have signed the consent, only those signatures dated after the date of the most recent meeting of the members may be counted. Any such consent signed by two-thirds of the members has the same effect as a two-thirds vote and may be stated as such in any document filed with the Department of Financial Institutions.

Section 8. Action by Written Ballot. In accordance with Wis. Stat. § 181.0708, action by written ballot (delivered by mail, fax, email, personal delivery or private carrier) shall be allowed. Written ballot may be used in conjunction with a meeting by those unable to attend in person. The written ballot provided at the time of the notice of the member meeting with notification of the deadline for receipt of ballots. Any action that may be taken at any meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth each proposed action, provide an opportunity to vote for or against each proposed action, state the number of ballots required to meet the quorum requirements, the percentage of approvals necessary to approve each matter, and the time by which a ballot must be received by the Corporation in order to be counted. Approval by written ballot under this section shall be valid only when: (a) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting

authorizing the action and (b) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A written ballot may not be revoked.

Section 9. Meetings by Electronic Means of Communication. Members may conduct any regular or special meeting by use of any electronic means of communication provided, (1) all participating Members may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Member and each participating Member is able to immediately send messages to all other participating Members. Before the commencement of any business at a meeting at which any Members do not participate in person, all participating Members shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these bylaws and member activities including voting.

Article IV Board of Directors

Section 1. Size. The Board of Directors (referred to as the "Board") shall have at least four (4) members (referred to as "Directors") and shall not exceed twelve (12) Directors.

Section 2. Qualifications. Directors must be members in good standing with the Corporation in accordance with Article II, Section 1.

Section 3. Term of Office. The term of office of Directors is two (2) years or until his/her successor is elected. Directors may be reelected to serve additional terms. At least half of the Directors shall serve a term that expires at the annual meeting of each even-numbered year and the balance of the Directors shall serve a term that expires at the annual meeting of each odd-numbered year.

Section 4. Nomination Process. Each year the President shall appoint a Board Nominating Committee comprised of three (3) Directors. Nominations for Directors shall be submitted by members in writing to the Board Nominating Committee not less than sixty (60) days prior to the annual meeting. The recommendations of the Board Nominating Committee shall be submitted to the general membership at least thirty (30) days prior to the annual meeting. Election of Directors shall be conducted in conjunction with the annual meeting.

Section 5. General Powers. Subject to the provisions of Chapter 181 of the Wisconsin statutes governing non-stock corporations, and any limitations in the articles of incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Section 6. Regular and Special Meetings. Regular meetings of the Board shall be held at such times as the President may designate, at the office of the Corporation or such other place as the

President may designate. Special meetings of the Board may be called by the President or Executive Director of the Corporation, or by at least two Directors at such time and place as the officer or Directors calling the meeting may specify.

Section 7. Quorum. A majority of the Board then serving shall constitute a quorum at the annual meeting and at any regular or special meeting; and a majority of those present in either case shall have power to act in all matters.

Section 8. Meetings by Electronic Means of Communication. Directors may conduct any regular or special meeting by use of any electronic means of communication provided, (1) all participating Directors may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these bylaws.

Section 9. Notice. Director meetings must be preceded by at least forty-eight (48) hours notice to each Director, or seventy-two (72) hours notice if notice is given by mail or private carrier. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Notice may be given by E-mail.

Section 10. Informal Action. In accordance with Wis. Stat. § 181.0821, any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by two-thirds of the Directors entitled to vote with respect to the subject matter thereof, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds of the Directors has the same effect as a two-thirds vote and may be stated as such in any document filed with the Department of Financial Institutions.

Section 11. Committees of the Board. The Board may, from time to time, appoint committees to address the varying issues of the Corporation. Each committee shall consist of three (3) or more Directors elected by the Board. Any appointed committee shall operate under the authority and supervision of the Board.

Section 12. Standing Committees. The President shall appoint all special and standing committees.

Section 13. Director Conflict of Interest. The Board shall comply with the Conflict of Interest Policy that is attached as Exhibit A, as amended from time to time. Directors shall sign an annual acknowledgment of the Conflict of Interest Policy.

Section 14. Vacancies. Vacancies that occur on the Board in between annual meetings shall be temporarily filled by an appointment of the Board. Directors serving in temporary appointments will be put to vote before the full membership at the next annual meeting.

Section 15. Removal. Directors must attend or call in for every Board meeting or be excused. Any Director having unexcused absences from two (2) consecutive regular meetings of the Board shall be deemed to have resigned their position on the Board.

Removal of Directors may also take place in accordance with Wis. Stat. § 181.0808, 181.0809, and 181.0810.

Article V Corporate Officers

Section 1. Officers. The officers shall be: President, Vice President, Secretary, and Treasurer.

Section 2. Election. The election of officers shall take place at the Board meeting following the annual meeting at which new directors are elected to the Board. The Board shall elect the officers. Term of office shall begin at the time of election.

Section 3. Term of Office. Officer terms shall be one (1) year or until his/her successor is elected. Officers may be reelected to serve additional terms.

Section 4. President. The President shall preside at meetings and serve as ex-officio member of all committees except the nominating committee. The President shall exercise such authority and perform such duties as the Board may assign.

Section 5. Vice President. The Vice President shall perform such duties and exercise such authority as may be assigned by the President. Should the President resign, be removed from office, become incapacitated or be unable to fulfill his/her duties that authority will fall to the Vice President who shall become the Acting President. Upon assuming the role, the Acting President shall call a Special Meeting of the Board. The Board will determine if the Acting President should remain in the role as Acting President, in a situation where the President's incapacity is temporary, or if the position of President should be filled for the remainder of the term.

Section 6. Secretary. The Secretary shall identify those present, record all votes taken and author a brief summary of issues discussed at Board, membership, and committee meetings. The Secretary will submit meeting minutes within fourteen (14) days of each meeting for distribution, Board approval and to be filed as a permanent record.

Section 7. Treasurer. The Treasurer shall monitor all revenues and expenses of the Corporation, approve all payables and shall ensure maintenance of a complete and accurate account of all funds received and disbursed. The Treasurer will produce a monthly financial

statement of income and expenses for the Board. The Treasurer shall present the books for audit and at such times as required by the State of Wisconsin.

Article VI
Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments. The Board, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer of the Corporation. Checks more than \$500 shall be approved by the Treasurer and the President of the Corporation unless reviewed and approved by the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select by resolution.

Section 4. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise given in accordance with the Corporation's non-profit purpose.

Article VII
Executive Director

An Executive Director may be employed by the Corporation at the discretion of the Board and shall have general direction of and supervision over the day-to-day affairs of the Corporation. The Executive Director shall provide organizational leadership and exercise such authority and perform such duties as the President, on behalf of the Board, may assign.

In the event that the Board chooses not to employ an Executive Director, the President shall be the Chief Executive Officer and shall have general supervision of the affairs of the Corporation under the direction of the Board.

Article VIII
Record Maintenance

Section 1. Fiscal Year. The fiscal year shall begin on January 1st and end on December 31st of each year.

Section 2. Minutes and Records of Action. The Corporation shall keep minutes of all meetings of its members and board, a record of all actions taken by the members or directors without a meeting, and a record of all actions taken by committees of the Board.

Section 3. Accounting Records. The Corporation shall maintain appropriate accounting records.

Section 4. Membership Records. The Corporation shall maintain a record of its members in a form that permits preparation of a list of the name and address of all members, in alphabetical order by class, showing the number of votes each member is entitled to cast. Membership records are confidential and shall not be released to the public by any member. Use of such membership records shall be consistent with confidentiality obligations, to the extent permitted by law.

Section 5. Maintenance of Corporate Records. The Corporation shall maintain the following records at its principle office:

1. Its articles of incorporation and all amendments to them currently in effect,
2. Its bylaws or restated bylaws and all amendments to them currently in effect,
3. Resolutions adopted by its Board relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members,
4. The minutes of all meetings of members and records of all actions approved by the members for the past 3 years,
5. The financial statements furnished for the past 3 years,
6. A list of the names and business or home addresses of its current directors and officers,
7. Its most recent annual report delivered to the Wisconsin Department of Financial Institutions.

Section 6. Periodic Report. The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the State of Wisconsin within the time limits set forth by law.

Article IX Indemnification

The officers and Directors of the Corporation shall be indemnified to the fullest extent provided for under the laws of the State of Wisconsin for all actions taken in service to the Corporation, except for any action determined by the Board to have been taken in bad faith. The Board has the authority to indemnify any employees and agents of the Corporation to the fullest extent provided by the laws of the State of Wisconsin for actions taken in service to the Corporation, except for any action determined by the Board to have been taken in bad faith.

In any suit or legal action, the Board shall have the authority to advance legal fees and other costs incurred by an indemnitee. If any such suit or action results in a determination of bad faith, indemnitee shall reimburse the Corporation for any advance fees and costs.

**Article X
Amendment to Bylaws**

These bylaws may be amended or repealed and new bylaws may be adopted by a two-thirds (2/3) vote of members in attendance at an annual or special meeting, provided that a quorum is present, and in addition, provided that notice of the meeting is given in accordance with Article III, Section 5 stating the proposed amendment, repeal or new bylaws to be considered.

**Article XI
Non-Discrimination**

The Corporation 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.

**Article XII
Independence**

The Corporation shall be independent of other agencies and advocacy groups not affiliated with NAMI, and shall not share bylaws, articles of incorporation, or Directors with such other groups.

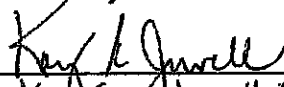
**Article XIII
Dissolution**

In the event that the Corporation should be dissolved, any assets remaining following the payment of debts and the satisfaction of liabilities shall be made to NAMI – Wisconsin, Inc. for tax exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Wisconsin.

In the event that NAMI – Wisconsin, Inc. is no longer exempt under Section 501(c)(3) of the Internal Revenue Code at the time of dissolution, remaining assets shall be made to NAMI. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Wisconsin.

In the event that NAMI – Wisconsin, Inc. and NAMI are both no longer exempt under Section 501(c)(3) of the Internal Revenue Code at the time of dissolution, remaining assets shall be distributed to the federal government, or to a state or local government, for a public purpose.

Certified by:



Kay E Jewell, President (Printed name, Position)

Amendment to Bylaws of NAMI Portage-Wood Counties, Inc.

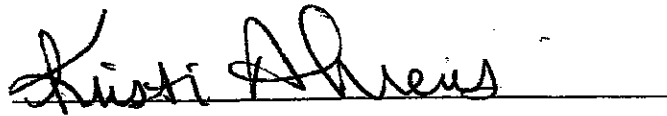
Whereas, Bylaws adopted by Corporate Resolution as of November 16, 2015 and existing members by unanimous vote at special meeting on 5/17/2021 amend the bylaws

Article III Membership Meetings, Section 1. Annual to read as follows:

**ARTICLE III
Membership Meetings**

Section 1. Annual. There shall be an annual meeting of the membership held in October of each year. Members will be informed of the date and time of the annual meeting by notice thirty (30) days prior. Notice of an annual meeting shall include a description of any matter or matters that must be approved by the members.

Certified by:

A handwritten signature in black ink, appearing to read "Kristi Ahrens", is written over a solid horizontal line.

Kristi Ahrens, President