AMENDED AND RESTATED

BYLAWS

OF

NAMI GEORGIA, INC.

Approved: May 1221, 2022

ARTICLE I

NAME

SECTION A. The name of the organization shall be NAMI Georgia, Inc. (the “Corporation”).

ARTICLE II

PURPOSE

The purpose of the Corporation is to promote recovery and improve the quality of life for Georgians diagnosed with a mental illness and their families. This is accomplished by:

1. Developing, nurturing and coordinating a statewide network of support groups and classes to strengthen and educate people diagnosed with a mental illness and their families.

2. Promoting public policies which expand services and improve treatment for persons with a mental health condition and supporting research leading to the eradication of mental illness.

3. Educating the people of Georgia about mental illness in order to improve resources, services and knowledge by reducing misinformation and stigma.

ARTICLE III

NONPROFIT CORPORATION

SECTION A. NONPROFIT CORPORATION

This Corporation is organized as a nonprofit corporation under the Georgia Nonprofit Corporation Code (the “GNCC”).

SECTION B. TAX-EXEMPT STATUS

Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any activity not permitted to be carried on by a corporation exempt from tax according to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding provision of any future United States internal revenue law, or a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code, or the corresponding
provision of any future United States internal revenue law.

SECTION C. ACTIVITIES NOT ALLOWED

No substantial part of the activities of the Corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation. None of the activities of the Corporation shall consist of participation in, or intervening in, any political campaign (including publishing or distributing statements) on behalf of any candidate for public office.

SECTION D. CHARITABLE PURPOSES

No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or any individual. The property of the Corporation is irrevocably dedicated to charitable purposes. Upon liquidation, dissolution or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes related to mental health and which has established its tax exempt status under Sections 501(c)(3) and 509(a) (1), (2), or (3) of Code (or the corresponding provision of any future United States internal revenue law).

ARTICLE IV
DURATION

The period during which the Corporation is to continue as a corporation is perpetual.

ARTICLE V
ADDRESS

SECTION A. PRINCIPAL OFFICE

The principal office of the Corporation shall be located in Atlanta, Georgia. The address of the Corporation’s principal office is 4120 Presidential Drive, #200, Atlanta, Georgia 30340. The Corporation may have such other offices as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

SECTION B. REGISTERED AGENT

The Registered Agent shall be the Secretary of the Board of Directors.

SECTION C. REGISTERED OFFICE

The Corporation shall have and shall continuously maintain in the State of Georgia a registered office, and a registered agent whose office is identical with such registered office, as required by
the GNCC. The registered office may be identical with the principal office, and the address of the office may be changed from time to time by the Board of Directors.

SECTION D. LOCATION OF ACTIVITIES

The area to be served by the Corporation shall be the State of Georgia.

ARTICLE VI
MEMBERSHIP

SECTION A. MEMBERS

1. The Corporation shall be a membership organization within the meaning of Article Six of the GNCC.

2. Members shall consist of individuals or a household of individuals (each a “Member”) that accept the mission of the Corporation and the National Alliance on Mental Illness (“NAMI”) and pay annual dues to an Affiliate (as defined in Article VII) and for whom annual dues have been paid by the Affiliate to the Corporation and to NAMI in an amount and manner established from time to time by the Board of Directors of the Corporation.

3. An individual (or household of individuals) may become a Member through an “Open Door” policy that allows for a reduced standard dues payment. “Open Door” members are defined by income or economic necessity, or by other criteria, at the discretion of the Affiliate or the Corporation. An “Open Door” member shall have all the rights and privileges of a Member that pays dues in full to an Affiliate.

SECTION B. VOTING RIGHTS OF MEMBERS

1. Each individual or household of individuals described in Article VI, Section A shall be entitled to one (1) vote as a Member. For the avoidance of doubt, a household that consists of multiple individuals shall be entitled to only one (1) vote as a Member; provided, however, that if more than one (1) member of a household has paid dues to an Affiliate, then each such dues-paying individual shall be a Member entitled to one (1) vote.

2. A Member may support the work of more than one (1) of the Corporation’s Affiliates; provided, however, that no Member shall be entitled to more than (1) vote as a Member of the Corporation.

3. The Members shall have no voting rights with respect to the business and affairs of the Corporation other than to (i) elect the Board of Directors, and (ii) approve any amendment to the Corporation’s Bylaws pursuant to Article XX of the Bylaws.
ARTICLE VII
AFFILIATES

SECTION A. AFFILIATES

An affiliate is a group that has been granted status as an affiliate of NAMI by the NAMI Board of Directors and endorsed by the Corporation’s Board of Directors (each an “Affiliate”) and is either (1) a Model A Affiliate that is independently incorporated with its own tax-exempt status, or (2) a Model B Affiliate that is an unincorporated entity that operates under the Corporation’s structure. No Affiliate shall be a Member of the Corporation or have any voting rights pertaining to the Corporation. The name of each local affiliate will begin with “NAMI” and will be followed by local designation.

SECTION B. CERTIFICATION OF AFFILIATE AND MEMBER STATUS

The Corporation shall certify, via the membership database used by NAMI at the time of such certification, that each Member has paid in full (whether at the standard dues rate or the “Open Door” rate) its dues to the Affiliate, and that each Affiliate, in turn, has paid its dues to NAMI and the Corporation, at least forty-five (45) days in advance of each annual meeting of the Members. Such Members shall be deemed to be “in good standing”.

ARTICLE VIII
DUES

SECTION A. AFFILIATE DUES

Dues shall be paid by each Member to the Affiliate and then by each Affiliate to NAMI and the Corporation. Dues shall be set by NAMI. The Corporation’s Board of Directors shall, in turn, determine the percentage of dues to which the Corporation is entitled. Dues are payable by each Affiliate to the Corporation in a timely manner such that, in accordance with Article VII, Section B of these Bylaws, the Members will be reflected in the NAMI membership database at least forty-five (45) days in advance of the annual meeting.

Section B. AFFILIATES NOT IN GOOD STANDING

Any Affiliate that has not remitted dues in accordance with Article VIII, Section A above, shall be an Affiliate not in good standing with the Corporation. The Members of an Affiliate not in good standing shall not be entitled to vote at the annual meeting. The Corporation shall give the Affiliate written notice that it is not in good standing, which shall state that the Affiliate’s affiliation and the benefits associated therewith shall be suspended until such time as the Affiliate remits the dues and renews its good standing with the Corporation and NAMI.

ARTICLE IX
ANNUAL MEETING OF THE MEMBERS

SECTION A. TIME OF ANNUAL MEETING
The annual meeting of the Corporation’s Members shall be held in the month of April or May, at such place and at such hour as the Board of Directors may determine.

SECTION B. SPECIAL MEETINGS

Special meetings of the Members for any purpose(s) may be called pursuant to a resolution of the Board of Directors, and shall be called by the President or Secretary at the request in writing (including via electronic mail) of (i) one-third (1/3) of the Board of Directors in office, or (ii) one-eighth (1/8) of the Members. The notification provided with respect to a special meeting shall be sent in accordance with Section C below and shall state the purpose(s) of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects set forth in the meeting notice.

SECTION C. NOTICE

Notice of any meeting of the Members, annual or special, stating the time and place where it is to be held shall be served personally, by electronic mail, or the U.S. Mail to each Member entitled to vote at such meeting, not less than ten (10) nor more than forty (40) days before the meeting, and shall be directed to each Member, unless he or she shall have filed with the Secretary of this Corporation a written request that intended notices be mailed to some other address, in which case it shall be mailed to the address designated in such request.

SECTION D. QUORUM/VOTING

Members shall vote in person, by mail, by signed proxy, or by electronic transmission-for the Board of Directors and for revisions and amendments to these Bylaws from time to time at a meeting for which proper notice has been given and at which a quorum of the Members is present. Ten percent (10%) of the Members present- in person, by proxy, by electronic transmission, or mail-in vote- shall constitute a quorum. Any action of the Members shall require the vote of a majority of the Members at a meeting for which a quorum is participating.

Electronic voting may occur in accordance with the requirements of GNCC Sections 14-3-704 and 14-3-708. An electronic transmission that is transmitted by a Member evidencing the Member’s approval on a ballot shall include information from which the Corporation can determine (1) that the electronic transmission was transmitted by the Member, and (2) the date on which such Member transmitted the electronic transmission. For the avoidance of doubt, all ballots and solicitations for votes must contain the information required by GNCC Sections 14-3-704 and 14-3-708.

ARTICLE X
BOARD OF DIRECTORS

SECTION A. COMPOSITION

The affairs of the Corporation shall be under the control of the Board of Directors (the “Board of Directors” or the “Board”), which shall consist of a minimum of fifteen-nine (159) and not more than twenty-one (21) persons. Each member of the Board of Directors (a “Director”) shall be a volunteer and shall not, unless otherwise permitted by the Articles of Incorporation or these
Bylaws, receive compensation from (i) the Corporation, (ii) any Affiliate, or (iii) any other organization receiving financial support from or conducting commercial business with the Corporation.

**SECTION B. TERM OF OFFICE**

The Members shall elect the Board of Directors for overlapping three (3) year terms with one-third (1/3) of the Board of Directors elected at each annual meeting of the Members. No Director shall serve more than three (3) consecutive terms. After three (3) consecutive terms, a Director is eligible for re-election after a period of one (1) year of not being on the Board. In the event a Director’s first term is less than one (1) year and six (6) months (the “Stub Period”), the Director shall be eligible to serve three (3) full consecutive terms after the Stub Period.

**SECTION C. QUALIFICATIONS**

Each Director shall be a Member of an Affiliate.

**SECTION D. ELECTION OF THE BOARD OF DIRECTORS**

The Members shall elect the Board of Directors at the Annual Meeting of the Members. The candidates receiving the most votes shall be considered elected.

The election shall be organized and conducted by the Board of Directors and the Members. Candidates for election to the Board and their families shall not be involved in conducting the election, although such individuals may vote if they are Members. Campaigning is permitted via materials sent through postal delivery; campaigning via group emails and social media is prohibited.

Employees of the Corporation are invited to recommend potential candidates to the Nominating Committee, and may vote if they are also Members; provided, however, that employees of the Corporation shall not be otherwise involved in the design or conduct of the nomination or election. Nor shall any employee, in their official capacity, organize, campaign, or lobby on behalf of or against any candidate. For the avoidance of doubt, employees of the Corporation are permitted to assist with the administrative functions associated with elections, including, but not limited to, certifying Members and preparing and collecting ballots.

**SECTION E. DUTIES**

The duties of the Board of Directors shall be to establish the general policies of the Corporation and to oversee the management of the business and affairs of the Corporation and to provide to the Members an annual audit prepared by a certified public account.

**SECTION F. MEETINGS OF THE BOARD OF DIRECTORS**

1. Regular Meetings –

    (i) The Board shall meet to conduct its regular business as often as is necessary to fulfill its responsibilities and at least quarterly. Committee meetings shall be held as often as is
necessary to fulfill its responsibilities. With the exception of the Executive Committee, all standing committees will meet at least annually. In addition, an annual meeting of the Board of Directors shall be held on the same day as the announcement of election results, and shall be for the purpose of electing Officers and conducting such other business as may come before the Board.

(ii) Directors are expected to attend all regular meetings of the Board (at least 30% in person and others in person or by conference call) unless an excused absence is requested in writing to, and granted by, the President. Any Director who is absent without being excused for two (2) consecutive meetings may be dismissed from the Board of Directors upon a two-thirds (2/3) vote of the Directors in office. Any such Director will be given notice ten (10) days in advance of such a vote and shall be given ten (10) minutes to speak to the Board of Directors immediately before the vote.

2. Special Meetings - Special meetings of the Board of Directors may be called for any purpose(s) by: (i) the President or Secretary upon a vote by the Executive Committee, or (ii) the Secretary upon receipt by the Secretary of requests in writing or by email for a Special Meeting from one-third (1/3) of the Directors.

3. Notice - Notice of any meeting of the Directors, regular or special, stating the time and the place where it is to be held shall be served personally or by mail postage prepaid, or by electronic mail, upon each Director not less than seven (7) days before the meeting. The notice of any special meeting shall state the purpose(s) of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the notice and matters germane thereto.

4. Quorum - The presence in person or by remote means (by which such Director can hear and be heard by the other Directors) of not less than one-half (1/2) of the Board of Directors shall constitute a quorum at all meetings of the Board of Directors. The vote of the majority of the Directors present in person or by remote means at a meeting where a quorum is present shall constitute the action of the Board of Directors, unless otherwise required by these Bylaws or applicable law.

5. Action Without a Meeting – Unless otherwise restricted by the Corporation’s Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting if two thirds (2/3) of all Directors consent in writing or by email to authorizing such action and the consents are preserved.

(2) Public Comments - At each regular and special meeting of the Board of Directors, the public at large shall be afforded time, subject to reasonable constraints, to make comments to or ask questions of the Board. At least 24 hours before the beginning of the Board meeting, persons wishing to speak shall contact the Secretary. The Secretary shall maintain a roster of those seeking to speak and shall call the speakers in order. Persons making requests to speak shall be given priority. Comments or questions submitted in writing are encouraged. Priority will be given to the earliest requests. The Secretary may, at his or her discretion, decline to schedule frequent or repetitive speakers in order to give others an opportunity to speak.

1. Additional Powers - In addition to the powers by these Bylaws expressly conferred upon them, the Board of Directors may exercise such powers and do such lawful acts and things as are not by statute or by these Bylaws required to be exercised by the Members or Officers.
2. Parliamentary Authority - In cases of disagreement over process or procedure related to any board business or elections, Parliamentary authority shall be the current edition of Robert’s Rules of Order- Newly Revised, so long as it does not conflict with existing Bylaws or the laws of the State of Georgia. The Board of Directors may vote to have a Parliamentarian present at any meeting. Any Director may suggest a candidate, and the Board may vote to change the Parliamentarian from time to time.

SECTION G. REASONABLE COMPENSATION AND REIMBURSEMENT

The Directors may be paid the amount of reasonable expenses actually incurred, if any, with respect to attendance at each meeting of the Board of Directors and with respect to other official duties conducted as a Director. A Director may serve in another capacity with respect to the Corporation, as provided in accordance with the Corporation’s Articles of Incorporation and these Bylaws, and may receive compensation with respect thereto. A Director may receive a reasonable stipend with respect to his or her participation in a class or program of the Corporation.

ARTICLE XI
OFFICERS

SECTION A. COMPOSITION

The Corporation’s officers shall be elected by the Board of Directors and shall consist of president, vice president, secretary and a treasurer (collectively, the “Officers”).

SECTION B. QUALIFICATIONS

Each Officer shall be a Director.

SECTION C. TERM OF OFFICE

A complete term for an Officer shall be defined as one (1) year to begin at the close of the meeting at which the Officer was elected. If there is a delay in the election, such Officer’s term will be extended until his or her successor is duly elected, for a period not to exceed forty-five (45) days.

SECTION D. DUTIES

1. President - The President shall preside at all meetings of the Members and the Board of Directors and shall perform the duties usually devolving upon a presiding officer. Unless otherwise set forth in these Bylaws, the President shall appoint, with the approval of the Board of Directors, standing committees and the chairpersons of any committees.

2. Vice President - The Vice President shall serve as presiding officer in the event the President is absent or unable to serve and shall assume such other duties as may be delegated by the President.

3. Secretary - The Secretary shall attend all meetings of the Board of Directors and of the Members and shall act as clerk of each meeting, recording all votes and the minutes of all proceedings in an electronic repository whose account is owned by the Corporation and shall perform like duties for any committee. The Secretary or designee shall cause to be given notice of
all meetings of the Board of Directors when notice is required by these Bylaws and if required by resolution at any annual or special meeting of the Board of Directors. The Secretary shall have custody of the original copy of the Bylaws and all amendments thereof.

4. Treasurer - The Treasurer shall have oversight of all funds and securities of the Corporation and shall have access to full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall assist to disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors at its regular meetings, or whenever they may require it, a detailed record of all accounts, transactions and the financial condition of the Corporation. The Treasurer shall have all powers and duties usually incident to the office of treasurer, except as specifically limited by a resolution of the Board of Directors. The Treasurer shall have such other powers and perform such other duties as may be assigned from time to time by the Board of Directors.

ARTICLE XII
COMMITTEES

SECTION A. EXECUTIVE COMMITTEE

1. Composition - There shall be an Executive Committee consisting of all of the Corporation’s Officers and at least two (2) additional members of the Board of Directors elected by a majority vote of the Board of Directors.

2. Duties - The Executive Committee shall have and exercise all powers of the Board of Directors subject to such limitations as the laws of the State of Georgia or resolutions of the Board of Directors may impose. The Executive Committee shall have power to make rules and regulations for the conduct of business but shall not have the power to make final decisions concerning matters which affect the status of the Corporation as a state affiliate of NAMI, nor matters affecting the entire state membership. In these cases, the Executive Committee will make recommendations to the Board of Directors and/or the Members, as required. The Executive Committee shall prepare and distribute regular minutes of its proceedings and report same to the Board of Directors.

3. Chairperson - The President shall serve as Chairperson of the Executive Committee.

4. Term - The term of office for each member of the Executive Committee that is not an officer of the Corporation shall be one (1) year or until his or her successor has been duly elected.

SECTION B. NOMINATING COMMITTEE

1. Composition – There shall be a Nominating Committee consisting of five (5) individuals. The President will appoint one Director as chairperson of the Nominating Committee not later than sixty (60) days after the Annual Meeting of the Members. The chairperson of the Nominating Committee will appoint four (4) Members, who are not employees of the Corporation,
candidates, or their families, who will serve on the Nominating Committee.

2. Duties - The Nominating Committee will prepare a slate of proposed individuals to be considered for the Board of Directors. This slate of nominees for the Board of Directors will be representative of geographic, urban, rural, consumer, minority and age groups whenever possible. The slate of nominees must be filed with the Secretary at least forty-five (45) days before the Annual Meeting of the Members. Such nominations must be supported by the written consent of the nominee.

3. Other Nominations – Members may submit nominations for the Board of Directors by written nomination supported by the signature of at least nine (9) Members, which nomination must be filed with the Secretary at least thirty (30) days before the Annual Meeting of the Members. Such nominations must be supported by the written consent of the nominee.

SECTION C. FINANCE COMMITTEE

1. Composition - There shall be a Finance Committee composed of the Treasurer and other members of the Board of Directors, to be appointed by the President with approval of the Board of Directors. The Treasurer shall not serve as the Chairman of the Finance Committee.

2. Duties - The Finance Committee shall provide assistance to the Board of Directors in its oversight of the financial affairs of the Corporation, including the Corporation’s financial condition, financial planning, operational and capital budgeting, debt financing, investment policies, audit process, and other significant financial matters involving the Corporation. Without limiting the foregoing, the Finance Committee shall review and recommend to the Board of Directors for approval an annual operating budget for the Corporation.

SECTION D. OTHER COMMITTEES

The President shall from time to time appoint such standing or special committees as are authorized by the Board of Directors. Each committee shall consist of such number of persons as the Board of Directors deems advisable. All acts of such committee shall be subject to approval of the Board of Directors.

SECTION E. APPOINTMENT - TERMS

All committee appointments shall be made as soon as possible after the election of Officers or vacancies occur. Committee members shall serve for such terms as may be provided by the Board.

ARTICLE XIII
VACANCIES

SECTION A. BOARD MEMBERS

All vacancies on the Board of Directors, whether caused by failure to elect, resignation, death, or otherwise- may be filled by the vote of the remaining members of the Board of Directors, at any regular or special meeting, or by the Members, at any regular or special meeting.

SECTION B. EXECUTIVE COMMITTEE
All vacancies on the Executive Committee—whether caused by failure to elect, resignation, death, or otherwise, may be filled by vote of the remaining members, of the Board of Directors, at any regular or special meeting.

SECTION C. OFFICERS

In case there is a vacancy in any officer position the Corporation whether caused by failure to elect, resignation, and death or otherwise, such vacancy may be filled by vote of the Board of Directors at any regular or special meeting. Such officers so elected to fill vacancies shall serve until the next Annual Meeting of the Members and until their successors are qualified and elected.

ARTICLE XIV
EXECUTIVE DIRECTOR

The Board of Directors shall appoint an Executive Director of the Corporation who shall be the general manager and fiscal agent responsible for administration of the Corporation’s program, finances and personnel within the framework of the policies, principles, and practices established by the Board. This shall include but not be limited to staffing, job classification and other responsibilities incident to a chief executive officer of a Corporation. The Executive Director shall employ and discharge such staff as he/she deems necessary in accordance with budget provisions and personnel policies and practices authorized by the Board of Directors. The Executive Director shall be responsible for the administrative management of the affairs of the Corporation subject to the approval of and direction by the Board of Directors and be responsible for the administrative management of the affairs of this Corporation subject to the approval of and direction by the Board of Directors. The Executive Director shall work within an approved budget established by the Board of Directors. The Executive Director shall report to the President.

ARTICLE XV
FISCAL YEAR

The fiscal year for this Corporation shall be from May 1st through April 30th.

ARTICLE XVI
NON-DISCRIMINATION

The Corporation and its Affiliates shall not discriminate against any person or group of persons on the basis of race, disability, creed, sex, religion, age, sexual orientation or national origin in its policies, actions, or requirements for membership.

ARTICLE XVII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

SECTION A. LIMITED LIABILITY OF DIRECTORS

The liability of the Directors of the Corporation shall be limited in accordance with the provisions of Sections 14-3-830 and 14-3-842 of the GNCC, O.C.G.A. § 51-1-20, any other applicable provisions of federal and state law, and the Corporation’s Articles of Incorporation.

SECTION B. INDEMNIFICATION
To the full extent permitted by applicable law, the Corporation’s Articles of Incorporation and the Corporation’s Bylaws, the Corporation shall indemnify any person (and the heirs, executors and administrators of such person) who, by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, was or is a party or is threatened to be made a party to: (i) any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation), against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such claim, action, suit or proceeding; or (ii) any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor, against expenses (including attorneys’ fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit.

Any such indemnification by the Corporation shall be made in the manner and to the extent authorized by applicable law, the Corporation’s Articles of Incorporation and the Corporation’s Bylaws.

SECTION C. APPLICABLE STANDARD

The Corporation shall indemnify a Director or Officer under this Article XVII only upon a determination based on the preponderance of available evidence that, in the circumstances giving rise to the case, the Director or Officer acted in substantial compliance with O.C.G.A. Section 14-3-830. This determination may be made by: (a) the majority vote of the non-party Directors; (b) the written opinion of independent legal counsel; or (c) an order or opinion of a court or arbitrator having jurisdiction of the case, any one of which shall be sufficient to authorize indemnification. The Board of Directors shall hold a vote on indemnification not later than 30 days after receiving a written request from the party seeking the indemnity.

SECTION D. NON-EXCLUSIVITY OF ARTICLE

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a Director or Officer seeking indemnification may be entitled under the Corporation’s Articles of Incorporation, these Bylaws, any statute, agreement, vote of members or disinterested directors or otherwise, both as to action in such person’s 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 a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION E. INSURANCE

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under
applicable law.

SECTION F. INTENT

The intent of this Article is to require the Corporation to indemnify Directors and Officers of the Corporation to the fullest extent permitted by the GNCC. If the GNCC or, if applicable, the Georgia Business Corporation Code is amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of a Director or Officer of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended GNCC or the amended Georgia Business Corporation Code, as appropriate. The terms and conditions of this Article XVII shall be interpreted to include definitions and meanings contained in GNCC Section 14-3-580.

SECTION G. SEVERABILITY

The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

ARTICLE XVIII
DISPUTE RESOLUTION

SECTION A. VESTED AUTHORITY

The Board of Directors shall be vested with authority to mediate disputes among and between Affiliates and/or proposed Affiliates, and between Members and Affiliates/proposed Affiliates.

SECTION B. PROCEDURE

1. Dispute Resolution between Members and Affiliates/Proposed Affiliates - The Board of Directors has the authority to mediate disputes between its Affiliates, between its proposed Affiliates, between its Members and Affiliates, and between its Members and proposed Affiliates. The Board of Directors shall mediate resolution of any dispute which cannot be successfully resolved by the principals. The President shall receive written notice from the Board of Directors of the parties that are party to the dispute, notifying 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. 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 the persons authorized to act on behalf of the parties, shall be referred to the Board of Directors for final and binding resolution by the Board of Directors. No one involved in a dispute as a complainant or target of complaint shall direct the mediation or investigation of the dispute.

2. Dispute Resolution between the Corporation and Affiliates/Proposed Affiliates - The NAMI Board of Directors shall mediate resolution of any dispute which cannot be successfully resolved between the Corporation and Affiliates/proposed Affiliates. The NAMI President shall receive written notice from the Board of Directors of the Affiliate(s)/proposed Affiliate(s) or Corporation which are party to the dispute, as notification of the existence of the dispute and the names of the persons authorized to act on behalf of the disputants. The NAMI President shall investigate the dispute and work with the parties to mediate a resolution. In the event that a
resolution of the dispute cannot be achieved within ninety (90) days from the receipt by the NAMI President of written notice of the existence of the dispute, the dispute, together with the names of the persons authorized to act on behalf of the affiliate/proposed affiliate, shall be referred to the NAMI Board of Directors for final and binding resolution by the NAMI Board of Directors.

ARTICLE XIX
USE OF NAMI NAME AND LOGO

The Corporation acknowledges that NAMI controls the use of the name, acronym and logo of NAMI and that our use of the logo and name shall be in accordance with NAMI policy. Upon termination of affiliation with or charter by NAMI, the uses of these names, acronyms and logo by the Corporation shall cease.

ARTICLE XX
AMENDMENTS

SECTION A. PROCEDURE TO AMEND BYLAWS

Revision or amendments to the Corporation’s Bylaws: (1) may be proposed by any Member or any Director. Any such proposed revision or amendments shall be submitted in writing to the Board of Directors not less than ninety (90) days prior to the date of the next annual meeting of the Members. Each Member shall be given in writing all proposed revisions or amendments to these Bylaws with, or prior to, the notice of the annual meeting. Bylaws are amended by two-thirds (2/3) of the Members voting in person, by mail, by electronic transmission, or by proxy at an annual meeting at which a quorum of the Members is present.

SECTION B. CONSISTENT WITH LAW

Any amendments, alterations, changes, additions or deletions to these Bylaws shall be consistent with the laws of the State of Georgia that define, limit or regulate the powers of the Corporation or the Board of Directors of the Corporation.

Revised and Amended: April 5, 1998 Revised and Amended: October 13, 2005
Revised and Amended: May 31, 2006 Revised and Amended: May 19, 2012
Revised and Amended: April 25, 2015
Revised and Amended: January 8, 2017
Revised and Amended: April 21, 2018 – Legal Review
Revised and Amended: May 18, 2019
Revised and Amended: May 16, 2020
Revised and Amended: May 15, 2021