

NAMI Texas Board of Directors Responsibilities and Duties

The NAMI Texas Board is a "working board" whose members play active and important roles in the success of the state organization. To best serve in the Board role, members are expected to:

- Attend and participate fully in all Board meetings, Texas Annual Convention, Board Development activities, major fund raisers and other organizational functions
- Understand and protect the fiduciary responsibility of the organization
- Understand and adhere to the democratic process of a non-profit Board
- Understand and support NAMI's programs and public policies
- Be NAMI members in good standing
- Make what feels to the individual to be a significant financial contribution to NAMI Texas, on an annual basis

Each board member has a **fiduciary duty** to care for the organization on behalf of its members. A **fiduciary duty** is a legal term meaning that the Board is entrusted by the members of the organization to act in the best interests of the members of the organization.

They must act in good faith and with a reasonable degree of care, and they must put the organization's interests ahead of their own.

The Board is entrusted by the members to lead the organization by making overall policy decisions, selecting an Executive Director, prioritizing strategies, reducing risks as possible and the overseeing of management. The board must see that the finances are accounted for and spent wisely, the mission of the organization is met, the reputation of the organization is protected, and the organization complies with all laws and regulations. A board has great power and great responsibility.

Specific duties of the board of directors and of individual board members, committees, and officers are set by the bylaws.

Excerpts on Board of Director responsibilities from Bylaws:

(entire Bylaws are found at www.namitexas.org under 'About Us')

Section 6. Responsibilities and Duties

A. In addition to the responsibilities vested in them by these Bylaws, the directors shall be vested with the responsibility to execute the corporate purposes as stated in the Statement of Purpose contained in the Articles of Incorporation and the expressed consensus of the members. It shall be the continuing responsibility of the Board of Directors to evaluate the overall function of the organization to ensure that the purposes are being adequately served.

B. All board members are expected to be supporters of the organization-to attend and participate in meetings, to contribute financially to the extent possible, and to make investments of their time and their talents.

C. The Board of Directors shall have the final authority to resolve the interpretation of any conflicts or ambiguities in the Bylaws. The Bylaws Committee shall render an opinion for consideration by the Board on any perceived conflict or ambiguity, unless an immediate decision is required of the Board.

Excerpts on Board of Director responsibilities from Policies and Procedures Manual:

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(entire Policies & Procedures are found at www.namitexas.org under 'About Us')

Chapter 7: The Board of Directors

7.3 Responsibilities; Duties

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Board Financial Responsibility

Policies and Procedures:

7.4 Board Financial Contribution Responsibility *(Approved 4/16/11)*

The board is responsible for providing a sound financial basis for the organization. By personally contributing, a board member recognizes this responsibility and thereby demonstrates this commitment. Board members may have differing abilities to contribute, so a standard gift is not necessarily appropriate, but contributions by one hundred percent of the board is our goal. In addition, some foundations now expect every board member to support the organization financially before they will provide a grant, and each board member must accept the responsibility for and the necessity of making contributions for such purposes.

7.4.1 Policy

To demonstrate our commitment to our mission and to reach our fund-raising goal, board members agree that they must first make a gift themselves. This policy is intended to ensure that every board member supports NAMI Texas with an annual monetary donation. Contributions from Board members are distinct and in addition to attending special events, buying tickets or otherwise participating in our organization's activities.

An annual goal for total contributions from board members, including money donated personally and money raised, will be set as part of the annual budget approval process. Monthly financial reports will include an update on total board contributions. All prospective board members will be given a copy of this policy.

7.5 Roles and Responsibilities of Regional Directors *(Approved June 1, 2011)*

The NAM! Texas mission states: "We support our Affiliates by providing leadership, training and technical assistance." An important responsibility of the Regional Directors is an ongoing contact with the Affiliates within their Region.

- Utilizing the "Affiliate Outreach Contact Guide for the Board of Directors," found in Attachment #2 of the NAM! Texas Board Operating Procedures, each Regional Director shall contact the Affiliates in the Region quarterly, if possible, to assess the affiliate needs and to determine ways that NAMI Texas can assist .
- In Regions that have many affiliates, the Directors who do not have Regional responsibilities need to be available to assist the Regional Director, especially if that Director is also from that particular Region. The Board President shall assign one or more At Large Directors upon request by the Regional Director.
- During each face-to-face board meeting, each Regional Director shall provide a written report about the affiliates that were contacted in their region. Affiliate

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concerns and problems can then be directed to the appropriate committees (Education Committee, Affiliate Outreach Committee, Consumer Networking Committee, Membership Committee, etc.) to help solve particular problems .

- It is a goal of NAMI Texas that each Director shall represent the organization by participating in at least one NAMI Walk each year. *(approved 8/11)*

Chapter 9: Board Operating Procedures

9.2 Board of Directors Meetings

9.2.1 Call for Meetings

The President, with the approval of the Board, shall set the calendar for the Board meetings. Written notice shall be mailed or sent electronically to each member of the Board of Directors and each Affiliate not less than thirty (30) days prior to the meeting. Meetings of the directors or committees may be held by teleconferencing, provided that all the members participating can hear and speak to each other simultaneously.

9.2.2 Frequency of Meetings

The Board of Directors shall meet at least twice a year (but generally on a quarterly basis) at such time and place as the Board of Directors selects.

9.2.3 Special Meetings

Special meetings may be called by the President or by written request of at least five (5) Directors. Written notice shall be mailed to each member of the Board of Directors and

each Affiliate or sent electronically not less than thirty (30) days prior to the meeting. The time, place, and purpose of the meeting shall be stated in the notice.

9.2.4 Travel and Lodging Arrangements

To the extent possible, lodging and travel expenses may be paid by NAMI Texas for all Board members for Board meetings, except for the annual meeting. The NAMI Texas office staff may arrange for the lodging and airfare, as appropriate.

9.2.4 Reimbursement Policy

To the extent possible, expenses for Board meetings will be reimbursed to Board members at a rate determined by the Board of Directors.

9.2.5 Notification of Attendance

Board members are required to confirm attendance at each Board meeting. Any Director who has two (2) absences from scheduled Board of Directors meetings within a twelve (12) month period and who has not notified and been excused by the President prior to the meeting shall be removed from office.

9.2.6 Board Agenda

A published agenda shall be the order of business for all Board of Directors meetings.

9.2.7 Action, Motions, and Reports

Action and motions for action should follow committee reports and recommendations. Motions coming to the board are to come through the Committee process and are to be presented by Committee chairs. Motions made by board members independent of committee action may be viewed by the president as out of order, and referred to an appropriate committee for action.

All committee reports should be submitted to the secretary in written form no later than two weeks following the board meeting. Committee reports will clearly differentiate items which are "information only" from those recommended for board action.

9.2.8 Minutes

The Secretary shall keep an accurate contemporaneous record of the proceedings and business transactions at all meetings of the NAMI Texas membership, of the NAMI Texas Board of Directors, and Executive Committee meetings. The Secretary shall mail or submit to each Director, within thirty (30) days, a draft of the minutes of each meeting.

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Minutes shall be corrected and accepted at the next meeting, with the final copy

NAMI Texas Board Operating

Policies and Procedures

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distributed to the Affiliates and posted on the NAMI Texas website and to NAMI national. NAMI Texas shall keep minutes of proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

9.2.9 Quorum

The larger of a simple majority of the voting members of the Board of Directors, or at least five, shall constitute a quorum for the purpose of conducting the business of the organization; and a majority of those present shall have power to act in all matters, except as specifically provided to the contrary elsewhere in these Bylaws, provided, however, that no real estate of the corporation shall be sold, leased, mortgaged, or otherwise disposed of, except by resolution approved by not less than a majority of the Board of Directors.

9.2.10 Executive Session/Closed Meetings

The board may go into Executive Session by majority vote, or on the call of the president, for special circumstances as described in Roberts' Rules of Order. There are two times when the meeting should always be closed: when an issue is being discussed related to personnel, or if the issue is anything that could potentially harm the organization. In a closed meeting, only motions and their votes are recorded. The President has the liberty to call the meeting into Executive Session, or to close the meeting, at any time.

The same rules apply for calling an open or closed meeting. Any Board member may request a closed meeting. The contents of a closed meeting are always confidential.

There is no need for a formal agenda; however, the caller of the meeting should always

inform the members what the subject matter will be.

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