

North Carolina Mental Health Consumers' Organization

BYLAWS

June 2, 2001

(Revised)

ARTICLE I

PREAMBLE

The name of the corporation is the North Carolina Mental Health Consumers' Organization, Inc., herein after called **NC MHCO**.

NC MHCO is an organization of community and regional based affiliate groups (independent organizations) comprised of adult consumers of mental health services who reside in North Carolina. Individuals within these affiliates have chosen to unite independently of non-consumers, offering the **PROMISE** to each other to work together for brighter todays and tomorrows by:

(P)romoting
(M)utual help advocacy
(I)nsight
(S)upport/Socialization, and
(E)mpowerment

The goals of NC MHCO are to empower mental health consumers in meeting their personal need for

- a) Insight into their life situations and for support and socialization, and
- b) Advocacy toward appropriate and necessary changes within the system that are intended, but sometimes fail to serve them as whole persons.

To meet these goals, NC MHCO shall use the following tools:

- a) Maintain a state consumers' office with 1-800 telephone access;
- b) Establish mutual support groups statewide through facilitation, advocacy, and other training opportunities;
- c) Hold an annual statewide consumers' conference;
- d) Secure and provide stipends for consumers to participate in training and other networking opportunities;
- e) Secure necessary financial resources to meet the needs of this organization; and
- f) Other tools to be approved by the individual member affiliates at NC MHCO's statewide conference.

This organization shall not discriminate against people on the basis of; Race, Color, Creed, Age, Gender, Sexual Preference, or Handicapping Condition.

SECTION 1.0 MEMBERSHIP

- 1.1 All members of community and regional affiliates and all staff of NC MHCO use or have used mental health services in either or both the private and public sectors.
- 1.2 Community-based affiliates must be totally consumer-run and operated with a focus on support and socialization activities.
- 1.3 Affiliates shall be organized to serve mental health consumers.
- 1.4 There is no limit to the number of members in affiliates or the number of affiliates that can be organized and operated in a community.
- 1.5 Consumers can join either or both a community or regional based affiliate.
- 1.6 Affiliates and/or members can belong to other consumer organizations. For an affiliate to be a member of NC MHCO it must be consumer-run and operated.
- 1.7 North Carolina residents who are not served by a community-based affiliate or are members of consumer groups that are not consumer-run and operated can join a regional-based affiliate.
- 1.8 Regional-based affiliates must be totally consumer-run and operated with a focus on advocacy activities. Such affiliates shall be organized to serve mental health consumers in the state's four Mental Health/ Developmental Disabilities/Substance Abuse Service (MH/DD/SAS) regions.
- 1.9 There is no limit to the number of members in each regional-based affiliate.

ARTICLE II

SECTION 1.0 VOTING MEMBERSHIPS:

- 1.1 The voting membership of NC MHCO is community-based and regional-based affiliates within the State of North Carolina whose membership is exclusively mental health consumers.
- 1.2 North Carolina affiliates become voting members of NC MHCO and renew their membership in NC MHCO upon receipt by NC MHCO of dues and membership list no later than April 1st.
- 1.3 Each voting affiliate is entitled to cast votes per proposed resolution, election or directors or **Bylaws Amendment** as determined by the following table:

Number of Mental Health Consumers in each

Community Based Affiliate

Number of Votes

4-7	2
8-11	3
12 or more	4

- 1.4 The four regional-based affiliates each have one (1) vote for every three (3) persons up to a maximum of 25 votes per resolution, election of directors or bylaws amendment at meetings with this item of business on the table; the Board of Directors can override any proposed resolutions.
- 1.5 Before meetings of NC MHCO, each community and regional voting affiliate shall select and instruct one member how to cast the vote of the affiliate for proposed resolutions, election of directors or bylaws amendment.

ARTICLE III

FINANCE

SECTION 1.0 DUES

The Board of Directors of NC MHCO shall establish annual dues to be submitted to the treasurer of NC MHCO no later than April 1st of each year.

SECTION 2.0 FISCAL YEAR

The fiscal year shall begin July 1 and end June 30.

SECTION 3.0 FINANCIAL OFFICER

- 3.1 The financial officer shall be appointed by the Board of Directors to have supervision and custody of funds, securities, and other valuable properties of the corporation and shall keep full accurate records of the receipt and disbursements of the corporation in books belonging to it.
- 3.2 The financial officer shall deposit all funds and other valuables in the name of and to the credit of the corporation in such accounts and in such depositories as may be designated by the Board of Directors.
- 3.3 The financial officer shall disburse funds of the corporation under authority of the Board of Directors.

- 3.4 The financial officer shall render to the treasurer who will then render to the president and directors monthly written detailed accounts of transactions and of the financial condition of the corporation, including a statement of assets and liabilities.
- 3.5 The financial officer shall do other duties as required by the position.
- 3.6 The financial officer shall be relieved of responsibility for any securities or funds or their disbursement as directed by the Board to the custody of any other officer, agent, or employee.

SECTION 4.0 AUDIT

The Board of Directors shall employ an independent agent to audit the corporation's books.

SECTION 5.0 FIDELITY BONDS

The Board of Directors, Financial Officer and other individuals authorized by the Board to handle funds shall be bonded for the faithful performance of the financial duties in such amounts, and by such surety, as the Board of Directors may require.

ARTICLE IV

MEETINGS

SECTION 1.0 ANNUAL MEETING

- 1.1 The annual meeting of NC MHCO is held during the month of May or June unless otherwise directed by the Board of Directors.
- 1.2 At the annual meeting, vacancies on the Board will be filled according to the procedures set forth in the bylaws.
- 1.3 Member Affiliates representing twenty percent (20%) of the voting power of the membership form a quorum at the annual meeting.
- 1.4 Community and Regional member affiliates shall designate representatives to vote at the annual meeting.
- 1.5 Member affiliates may be represented by written proxy.

SECTION 2.0 SPECIAL MEETINGS

- 2.1 Special meetings may be called by a majority of the Board of Directors or by the president in agreement with a majority of the Board of Directors.
- 2.2 Special meetings may be called by petition of one eighth of the general membership.
- 2.3 The Board of Directors shall send a written notice to all affiliates at least twenty-one (21) days before a special meeting is held.
- 2.4 A quorum is defined as twenty percent (20%) of the voting membership.
- 2.5 Member affiliates may be represented by written proxy.

SECTION 3.0 RESOLUTIONS

- 3.1 All proposed resolutions to be acted upon at the membership meeting shall be proposed by voting member affiliates, the Board of Directors, duly constituted committees of the annual meeting, or by Individual consumer petition.
- 3.2 All proposed resolutions shall be submitted in writing to the “Rules and Evaluation Sub-Committee” of the Board of Directors at least sixty (60) days before the membership meeting when they are to be considered.
- 3.3 The Board of Directors shall forward propose resolutions to voting member affiliates not less than thirty (30) days before the membership meeting.
- 3.4 3.4 An individual Consumer petition shall be evaluated by the “Rules and Evaluation Sub-Committee” that must vote on the merits of each petition to decide its status as a resolution.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1.0 BOARD OF DIRECTORS

- 1.1 The Board of Directors is comprised of sixteen (16) members, seven of whom shall be officers of the corporation. Paid or volunteer staff persons of NC MHCO cannot serve as directors while serving in staff positions. Former employees must wait five years to serve on the Executive Board.

- 1.2 Except for 1990-1991, Board members shall also be members of either or both community-based and regional-based affiliates of NC MHCO.
- 1.3 The Board of Directors shall establish the policies of the corporation and shall have the power of the corporation between meetings unless otherwise specified in these bylaws.
- 1.4 Except 1990, four Board members shall serve from each of the state's four MH/DD/SAS regions.
- 1.5 The term of service begins July 1st and ends June 30th. At the annual meeting in 1991, two consumers shall be elected from each MH/DD/SAS region to serve a one year term and one consumer from each of the same regions shall be elected to serve a two year term.
- 1.6 Beginning in 1993, the term of office will be two years. Eight (8) directors will be elected in the even-numbered years and eight (8) directors will be elected in the odd-numbered years.
- 1.7 Directors may be re-elected to one consecutive term.
- 1.8 Board members who have served two consecutive terms may be nominated after not serving for at least one year since their last term.
- 1.9 The president shall appoint a person to fill a vacancy until the next annual meetings. Such vacancies shall be filled by consumers residing in the MH/DD/SAS region in which the vacancy occurred. The consumer appointed is eligible to be nominated to serve one full term and may be re-elected once.
- 1.10 Beginning in 1991, community and regional affiliates shall caucus by MH/DD/SAS regions at the annual meeting and each region shall nominate three consumers who reside in their separate regions to fill each Board vacancy represented by their regions. This process of making nominations by regions is intended to provide for representation of minorities.
- 1.11 Nominees shall be consumers who express a desire to serve, demonstrate a strong advocacy commitment, and support the purposes of this corporation.
- 1.12 Each nominee shall give a brief presentation at the annual meeting.
- 1.13 The presentations shall be published and mailed to affiliates within five (5) days of the annual meeting.
- 1.14 Affiliates shall cast their votes for all vacant positions and report these votes to the state consumers' office within fifteen (15) days of the annual meeting.

- 1.15 Persons elected shall be reported to the entire membership within twenty (20) days of the annual meeting.
- 1.16 Nominations are not allowed from the floor.
- 1.17 Special Provisions for 1992; At the annual meeting in 1992, one consumer shall be elected from each MH/DD/SAS region to serve a one year term and two consumers from each of the same regions shall be elected to serve a two year term.
- 1.18 The Board of Directors shall appoint an advisory group of mental health professionals representing the private and public sectors and family members to advise the Board of Directors.
- 1.19 The Board of Directors shall appoint an advisory group of professionals representing business, industry and government to advise the Board of Directors.

ARTICLE VI

DIRECTORS MEETINGS

SECTION 1.0 ANNUAL MEETING

After each annual meeting following 1990, the Board of Directors shall elect officers. Such officers will hold office beginning the following July 1st and end a year later (June 30) or when their successors are elected.

SECTION 2.0 REGULAR MEETINGS

Besides the annual meeting, the Board of Directors shall hold a minimum of four regular meetings annually, the times and places to be designated by the president. One of these meetings can be a Teleconference.

SECTION 3.0 SPECIAL MEETINGS

- 3.1 Special meetings of the Board of Directors may be called by the President or any five members of the Board of Directors with at least fourteen (14) days notice served to each member.
- 3.2 Written notice stating the place, day and hour of the meeting and for special meetings, the purpose or purposes for which the meeting is called, shall be delivered or given to each director either personally or by mail, not less than fourteen (14) days before the date of the meeting of member affiliates or Board of Directors.
- 3.3 Whenever any notice is required to be given, a waiver in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall suffice.

SECTION 4.0 PROXY

The Board may not vote by proxy.

SECTION 5.0 ACTION WITHOUT MEETING

Action taken by a two-thirds majority of the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by two-thirds of the Directors and filed with the minutes of the proceeding of the Board, whether done before or after action so taken.

SECTION 6.0 QUORUM

A simple majority of the current Board of Directors shall constitute a quorum and have the power to act in all matters, except as specifically provided to the contrary elsewhere in these bylaws and provided 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 two-thirds majority of the Board of Directors.

SECTION 7.0 DUTIES

- 7.1 The Board shall have the responsibility to execute the corporate purposes as expressed via consensus of the member affiliates.
- 7.2 The Board may employ and discharge any paid staff persons of the corporation or appoint and discharge with reasonable cause volunteer staff persons as it may deem necessary.

Authority to hire and discharge paid staff and/or appoint and discharge volunteer staff with reasonable cause may be delegated in whole or in part by the Board of Directors to such person or persons as it may designate.

In the event that the Board shall cause to be hired or appoint one or more staff persons, it shall adopt a formal personnel policy establishing the terms of employment and means of compensation.

- 7.3 The Board shall evaluate the performance of the organization.

SECTION 8.0 COMPENSATION

Directors shall be entitled to receive, at appropriate rates prescribed from time to time by the Board reasonable expenses necessarily incurred.

A Director shall not serve the corporation in any other capacity or receive compensation for such services, except as authorized by the Board.

SECTION 9.0 ATTENDANCE

Any board member who has missed two consecutive Board meetings without valid reason may be removed from office pursuant to Article VI, Section 7.0.

SECTION 10.0 RESIGNATION

A Director may resign giving written notice to the President of the Board. A resignation shall take effect at the time received by the President unless another time is specified therein, and acceptance of a resignation shall not be necessary to make it effective.

SECTION 11.0 REMOVAL OF DIRECTORS

Any Director may be immediately removed from office provided there is reasonable cause by a two-thirds vote of the remaining Directors taken at any regular meeting or at a special meeting of the Board of Directors called for that purpose.

ARTICLE VII

COMMITTEES

SECTION 1.0 EXECUTIVE COMMITTEE

- 1.1 **Executive Committee:** The executive committee shall consist of the seven officers and one other Board member to be selected by majority vote of the Board of Directors. The executive committee shall exercise all powers of the Board of Directors between Board meetings. Proceedings of the executive committee shall be reported to the board at its next meeting and shall be subject to revision by a majority vote of the board.

- 1.2 **Standing Committees:** The president shall appoint standing committees with approval of the executive committee. Duties of the standing committees shall be determined by majority vote of the Board of Directors. The standing committees shall include but not be limited to the following:
 - Membership and Finance
 - Conference and Training
 - Rules and Evaluation
 - Public Policy and Media

- 1.3 Ad Hoc Committees and their duties will be determined by a majority vote of the executive committee.

ARTICLE VIII

OFFICERS AND DUTIES

SECTION 1.0 OFFICERS

- 1.1 The officers shall be members of the Board of Directors and shall be; President, Vice-President, Alternate Vice-President, Secretary, Alternate Secretary, Treasurer, and Alternate Treasurer.
- 1.2 **President:** The president shall preside at all membership meetings and meetings of the Board of Directors and the executive committee. The president shall be the chief executive and shall have general supervision of the affairs of the corporation under the direction of the Board of Directors and the executive committee. The president shall exercise such authority and perform such duties as the Board of Directors may from to time assign.
- 1.3 **Vice President:** In the event of the death, absence, incapacity, inability or refusal to act of the president, the vice-president shall possess all the powers and perform all the duties of the president, and shall do and perform such other duties and exercise such other authority as may be assigned to the vice-president by the Board of Directors. Additionally, the vice-president shall be available to help the president at the president's discretion and direction.
- 1.4 **Alternate Vice-President:** In the event of the death, absence, incapacity, inability or refusal to act of possess all the powers and perform all the duties of the vice-president, and shall do and perform such other duties and exercise such other authority as may be assigned by the Board of Directors. The alternate vice-president shall be available to help the vice-president at the vice-president's discretion and direction.
- 1.5 **Secretary:** The secretary shall attend all meetings of the corporation, the Board of Directors, and the executive committee and shall record all votes taken and the minutes of proceedings. The secretary shall give notice of meetings and shall perform such other duties as are incident to the office of secretary and as may be assigned to the secretary by the Board of Directors or the president. The secretary shall file all written decisions and directives of the directors in the state consumers' office.
- 1.6 **Alternate Secretary:** In the event of the death, absence, incapacity, inability or refusal to act of the secretary, the alternate secretary shall assume all the responsibilities of the secretary. Additionally, the alternate secretary shall be available to help the secretary at the secretary's discretion and direction.
- 1.7 **Treasurer:** The treasurer shall be responsible for rendering to the president and directors a monthly written detailed account of financial transactions of the corporation and of the financial condition of the corporation, including a statement of assets and liabilities. Direct accounting responsibilities shall be assigned to a financial officer appointed by the board.

- 1.8 **Alternate Treasurer:** In the event of the death, absence, incapacity, inability or refusal to act of the treasurer, the alternate treasurer shall assume all the responsibilities of the treasurer. Additionally, the alternate treasurer shall be available to help the treasurer at the treasurer's discretion and direction.
- 1.9 **Budget.** Beginning in 1991, the officers shall prepare an annual budget for the coming fiscal year and a financial report of the past fiscal year for the Board of Directors and the membership for approval at the annual meeting. Such budget shall be mailed to the president of each affiliate at least thirty (30) days before the date of an annual meeting.
- 1.10 **Compensation.** Officers shall be entitled to receive at appropriate rates prescribed from time to time by the Board, reimbursement for travel, subsistence, and other expenses necessarily incurred in connection with their duties as officers of the corporation.
- 1.11 **Resignation.** Any officer may resign at any time by giving written notice of resignation to the Board. Such resignation shall take effect at the time received, unless another time is specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IX RECORDS AND REPORTS

SECTION 1.0 MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The corporation shall keep at its principal office in this State, the original copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of NC MHCO Affiliates and directors at all reasonable times during office hours.

SECTION 2.0 MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

- 2.1 The corporation shall keep adequate and correct books and records of accounts; written minutes of the proceedings of its board and committees of the board; and a record of each member's name and address of each consumer member of each affiliate.
- 2.2 All such records shall be kept at such place or places designated by the Board of Directors, or in the absence of such designation at the principal office of the corporation.
- 2.3 The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any printed form.

- 2.4 Upon leaving office, each officer, employee, or agent of the corporation shall turn over to his or her successor or to the chairperson, in good order, such corporate funds, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such officer, employee, or agent during his or her term of office.
- 2.5 Directors shall have the right at any reasonable time to inspect all books, records, and documents of every kind and physical properties of the corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents excluding membership list.
- 2.6 On written demand of the corporation, any consumer member of an affiliate may inspect, copy, and make extracts of the accounting books and records and the minutes of proceedings of the board and committees of the board at any reasonable time for a purpose reasonable related to the members' interest as a member. Any such inspection and copying may be made in person or the member's agent or attorney. Copies or extracts cannot be made of membership lists.
- 2.7 Consumer membership list shall be kept confidential and shall be used only for the purpose of NC MHCO organization mailings.

ARTICLE X
REVISION OR AMENDMENT OF BYLAWS

- 1.1 Revision or amendments may be proposed by any voting member or any director.
- 1.2 Proposed revisions or amendments shall be submitted in writing to the **"RULES AND EVALUATION COMMITTEE"** at least ninety (90) days before the next membership meeting. Amendments cannot be proposed and acted upon at the same meeting.
- 1.3 Member affiliates shall receive proposed revisions or amendments to the bylaws at least thirty (30) days before the next membership meeting.
- 1.4 A two-thirds majority of the voting power of the membership voting shall be required to revise or amend the bylaws.

ARTICLE XI
NOT FOR PROFIT CORPORATION LAW

Wherever not otherwise provided in the bylaws, the internal affairs of the corporation shall be governed by the procedures established in the **NOT FOR PROFIT CORPORATION LAW of the STATE of NORTH CAROLINA.**

ARTICLE XII
PARLIAMENTARY AUTHORITY

A current edition of **ROBERT'S RULES of ORDER** shall govern the conduct of business in all applicable cases that are not in conflict with these bylaws.