

As recommended, your NAMI Cobb, Inc. Board of Directors engaged highly respected Marietta attorney Cheryl Richardson, Esq. to review the bylaws of NAMI Cobb, Inc. to assure compliance with NAMI, NAMI Georgia, Inc. rules and the Non-Profit Charitable Organization laws of the State of Georgia. The following minor changes have been reviewed and approved by your NAMI Cobb, Inc. Board of Directors. A Special Meeting of the Membership of NAMI Cobb has been called for: 7:00 pm April 19, 2018 at Turner Chapel in Marietta, to review, discuss and approve or reject these changes. Your participation is encouraged. Thank you for your continued support.

Paul E Wiser Sr.
Parliamentarian
NAMI Cobb, Inc.

Attorney Recommended Changes 2018-02-28

Page 2, Article VII. Membership Meetings, paragraph C. **Special meetings**

Current wording:

C. Special meetings of the membership may be called by the President, the Board of Directors or upon written request of twenty-five (25) or more NAMI Cobb members. Notice and purpose of a Special meeting must be given to the membership at least thirty (30) days prior to the meeting date. Business at Special meetings of the membership shall be limited to the specific issues given in the notice thereof.

Revised to read:

C. Special meetings of the membership may be called by the President, the Board of Directors or upon written request of twenty (20%) percent or more NAMI Cobb members. Notice and purpose of a Special meeting must be given to the membership at least thirty (30) days prior to the meeting date. Business at Special meetings of the membership shall be limited to the specific issues given in the notice thereof.

Page 2, Article VII. Membership Meetings, paragraph D. **Quorum**

Current wording:

D. Quorum. Twenty-five (25) members shall constitute a quorum for any meeting at which a vote is to be taken.

Revised to read:

D. Quorum. Ten (10%) percent of the members, who are in good standing and eligible to vote, shall constitute a quorum for any meeting at which a vote is to be taken. If a matter is not on the meeting notice, no less than twenty (20%) percent of the member, who are in good standing and eligible to vote, must be present, for a vote to be taken on that matter.

Current wording: [Blank]

Added:

E. Vote. Members, who are in good standing and have paid all current dues, may vote in person or by proxy.

Page 3, Article VIII. Board of Directors, paragraph E. **Nominating process**

Current wording:

E. Nominating process. Each year the President shall appoint a Board Nominating Committee comprised of three (3) directors. Members in writing to the Board Nominating Committee not less than sixty (60) days prior to the Annual Meeting shall submit nominations for directors. 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 Board members shall be conducted in conjunction with the Annual Meeting.

Page 3, Article VIII. Board of Directors, paragraph E. **Nominating process**

Revised to read:

E. Nominating process. Each year the President shall appoint a Board Nominating Committee comprised of three (3) directors. Members shall submit nominations for directors, in writing, to the Board Nominating Committee, not less than sixty (60) days prior to the Membership Annual Meeting. The recommendations of the Board Nominating Committee shall be submitted to the general membership at least thirty (30) days prior to the Membership Annual Meeting. Election of Board members shall be conducted in conjunction with the Membership Annual Meeting.

Page 4, Article X. Committees, paragraph A. Executive

Current wording:

A. **Executive.** The Executive Committee shall consist of the officers plus one additional 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 meetings of the Board. All proceedings of the Executive Committee shall be presented to the Board at its next meeting for inclusion in the official minutes of the Board.

Revised to read:

A. **Executive.** The Executive Committee shall consist of the officers plus one additional 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 meetings of the Board. The Executive Committee shall have regularly scheduled meetings and all proceedings of the Executive Committee shall be presented to the Board, at the next meeting of the full Board for inclusion in the official minutes of the Board.

Page 6, Article XV. Independence, Line 5

Current wording:

NAMI Cobb shall be independent of other agencies and advocacy groups not affiliated with NAMI, and shall not share bylaws, articles of incorporation, or boards of directors with such other groups. While independent of other agencies, NAMI Cobb is an affiliate of NAMI Georgia and operates under guidelines provided by NAMI and NAMI Georgia.

Revised to read:

NAMI Cobb shall be independent of other agencies and advocacy groups not affiliated with NAMI, and shall not share bylaws, articles of incorporation, or boards of directors with such other groups. While independent of other agencies, NAMI Cobb is an affiliate of NAMI Georgia and operates under guidelines provided by NAMI and NAMI Georgia.

Page 7, Article XVI. Dissolution, add new paragraph

Current wording: [Blank}

Second paragraph added to read:

If NAMI Cobb is no longer associated with NAMI, in the event of dissolution, prior to the distribution of assets, NAMI Cobb or whatever name the organization has adopted, shall comply with the provisions of the Official Code of Georgia, §§ 14-3-1403 and provide a plan of dissolution to the State's Attorney General.

Page 7, Article XVIII. Date of Bylaws Adoption and Amendments

Current wording:

These bylaws were originally adopted on August 8, 2017.

Revised to read:

These bylaws, originally adopted August 8, 2017, were drafted by the NAMI Cobb, Inc. Bylaws Committee March 4, 2018, accepted by the NAMI Cobb, Inc. Board of Directors, April 5, 2018, and recommended to the NAMI Cobb, Inc. members April 19, 2018, were adopted as Amendment 1, by the NAMI Cobb, Inc. members in good standing, present and voting or voting by proxy ballot of April 19, 2018 .