

OHIO ASSOCIATION FOR INFANT MENTAL HEALTH
BY-LAWS

ARTICLE I
NAME

- 1.1 Name: The name of this Association shall be Ohio Association for Infant Mental Health.

ARTICLE II
PURPOSE

- 2.1 Purposes: The purposes of this Association shall be:
- (a) To promote and support nurturing relationships for all infants that provide the essential formative context in which every infant acquires basic emotional, cognitive, and social capacities and attitudes which, in turn influence all later development;
 - (b) To provide an interdisciplinary infant mental health organization that facilitates, supports and encourages cooperation, coordination and collaboration among those concerned with promoting the optimal development of infants and families;
 - (c) To provide a forum for interaction and study among mental health, public health, education, and social services professionals and others regarding scientific, educational, and clinical relationship-based work with infants and their caregivers;
 - (d) To advocate for the application of infant mental health principles for services to infants and young children and their families;
 - (e) To undertake to publish educational newsletters, journals, and other materials which promote an increased understanding of infant mental health issues or which are otherwise consistent with the purposes of the Association.
- 2.2 Member of the World Association for Infant Mental Health: To enhance its purposes internationally, the Association will maintain affiliation with WAIMH. Consistent with its purposes and the laws applicable to not-for-profit entities, the Association may provide reciprocal support to WAIMH, in such amount and form as determined by the Board of Directors from time to time.
- 2.3 Not-for-profit operation: The Association shall be operated exclusively for charitable, scientific, and educational purposes; no director or member shall have any interest in or title to the property, funds, or earnings of the Association in his/her individual or private capacity; and no part of the net earnings of the Association shall inure to the benefit of any Director, Officer, member, or private individual. No substantial part of the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation nor shall the Association participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
- 2.4 Dissolution or liquidation: In the event of the dissolution or final liquidation of the Association, none of the property of the Association nor any proceeds thereof shall be distributed to or divided among any of the Directors or Officers of the Association or inure to the benefit of any

individual. After all liabilities and obligations of the Association have been paid, or adequate provisions made therefore, all remaining property and assets of the Association shall be remanded to the World Association for Infant Mental Health.

ARTICLE III MEMBERSHIP

- 3.1 Membership: The membership of the Association shall be composed of individuals interested in improving the mental health of infants and families. Members shall be organized into the following categories of membership with the voting rights prescribed herein:
- (a) Regular membership: Any individual who supports the purposes of the Association and who has paid membership dues for the applicable fiscal year in accordance with this Article shall be a Regular Member of the Association. Each regular member shall be entitled to one (1) vote on all matters presented to the membership for vote.
 - (b) Student membership: Any individual enrolled in a degree program related to the field of infant mental health and/or infant or child development and who has paid dues for the applicable fiscal year in accordance with this Article shall be a Student Member. Each Student Member shall be entitled to one (1) vote on all matters presented to the membership for vote.
 - (c) Honorary membership: Any individual who has provided outstanding contributions to the field of infant mental health may be nominated as an Honorary Member, and shall become an Honorary Member upon the majority vote of those members entitled to vote at the annual meeting of the membership. No more than two (2) Honorary Members shall be invited in any one year. Honorary Members may attend membership meetings but shall not be eligible to vote on matters presented to the membership for vote. Honorary Members shall not be required to pay membership dues.
- 3.2 Chapter affiliation: The Association may have one or more Chapters affiliated with it.
- (a) Qualifications: To qualify as a fully affiliated Chapter, the Chapter must maintain a minimum of five (5) Regular Members, who have fully paid all membership dues.
 - (b) Application for Chapter Affiliation: Members of the association who wish to organize an affiliated Chapter shall apply to the Vice President of the Association. Applications should include the names of the members of the Association who support the recognition of the applicant Chapter, the officers of the applicant Chapter, and a statement of purpose consistent with these By-laws.
 - (c) Rights of Affiliated Chapters: Each affiliated Chapter shall be entitled to elect one (1) member to the Board of Directors of the Association who shall serve with vote. The rights of each affiliated Chapter to elect Directors pursuant to this Section shall not impact, restrict, or otherwise affect the individual voting rights of any Regular Member who is also affiliated with a Chapter as provided by Section 3.1 (a).
- 3.3 Annual Meeting: The annual meeting of the membership shall be held on such date at such place and hour as the President or Board of Directors shall determine. Business to be conducted at the annual meeting shall include, without limitation, reports of the financial

condition and operations of the Association, an announcement regarding the results of ballot elections of Directors, and such other business as may come before the meeting.

- 3.4 Special Meetings: Special meetings of the membership shall be held at the call of the President of the Association at such place, date, and hour as the President shall determine. The President shall call a special meeting upon the written request of one-fourth (1/4) of the Board of Directors. No business other than that stated in the notice of the meeting may be conducted at any special meeting.
- 3.5 Notice of Meetings: Notice of each meeting of the membership shall be mailed to each member at the member's last address as it appears on the records of the Association not less than ten (10) nor more than sixty (60) days prior to the meeting. Notice of any meeting may be waived in writing before or after the meeting. Attendance at any meeting constitutes waiver of notice of the meeting, except where the member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
- 3.6 Quorum: The vote of a majority of those present and voting at a meeting shall be sufficient for the transaction of business. Directors shall be elected by a plurality of the votes cast at an election. Any matter which could be presented for a vote at a meeting may be presented for consideration of the members by ballot or proxy.
- 3.7 Record Date: For the purposes of determining members entitled to notice of and to vote at a meeting of the members or by consent resolution, or for the purposes of any other action, the record date shall be a date ten (10) days prior to the meeting or mailing date of the consent resolution.
- 3.8 Dues: The Board of Directors shall establish the amount of membership dues which shall be paid annually by Regular Members and Student Members. Dues shall be paid by all members, regardless of membership category, by January 1 of each calendar year. The Treasurer of the Association shall be responsible for collecting membership dues in accordance with a method devised by the Board of Directors.
- 3.9 Termination of Membership: Membership in the Association shall terminate:
- (a) Automatically for any member who fails to pay applicable membership dues in full by March 1 of each calendar year or such other date determined by the Board of Directors of which members have adequate notice, provided that, membership may be reinstated upon full payment of all dues; or
 - (b) Automatically upon the death or resignation of a member.

ARTICLE IV BOARD OF DIRECTORS

- 4.1 Board Of Directors: The voting members of the Board of Directors shall consist of eight (8) elected Directors who are Regular Members of the Association four of which shall be members of the World Association for Infant Mental Health, one (1) Chapter Representative from each affiliated Chapter, and the President of the Association (collectively called the "Board of Directors"). Although not Directors, the following persons may participate in all meetings of the Board of Directors on an ex-officio basis, without vote: (a) the immediate past-President of the Association, (b) the chairpersons of all Standing Committees, (c) the individuals appointed to

serve as the Association's liaison to any State committees, and (d) any liaisons from State agencies and associations.

- 4.2 Power of the Board of Directors: The policy-making powers of the Association shall be vested in the Board, which shall have charge, control, and management of the policies, property, affairs, and funds of the Association and shall alone determine compliance with the association's stated purposes; shall fill vacancies among the Officers who are appointed by the Board; and shall have the power and authority to do and perform all acts or functions not inconsistent with these By-laws or the Association's purposes.
- 4.3 Election and Term: The Board of Directors shall be elected by the voting members of the Association based on a slate of candidates prepared by the Nominating Committee. All elected Directors shall hold office for a term of three (3) years or until their successors have been appointed and qualified. Terms shall be staggered so that approximately one-third of the voting Directors are elected each year. Ex-officio members of the Board shall serve for a term of one (1) year, except the immediate past-President, who shall serve for a term of two (2) years. A Director may serve any number of consecutive terms.
- 4.4 Resignation/removal: A Director may resign from the Board of Directors at any time, by written notice to the Board. The Board of Directors may remove any Director from office at any time, with or without cause upon the affirmative vote of two-thirds (2/3) of the Directors entitled to vote. Any Director who is absent for three (3) unexcused consecutive meetings of the Board of Directors shall be removed from office effective thirty (30) days after written notice of removal. Notice shall be deemed to be given when deposited in the United States mail in a sealed, properly addressed envelope, first class, postage paid.
- 4.5 Vacancies: A vacancy in the office of Director due to death, resignation, or other cause may, but need not be, filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired portion of the term.
- 4.6 Regular Meetings of the Board: The Board of Directors shall hold not fewer than four (4) regular meetings during the calendar year. Regular meetings shall be held on such dates and hours and at such places as the President shall determine. The earliest feasible regular meeting after the beginning of the fiscal year shall serve as the annual meeting of the Board of Directors. Business to be conducted at the annual meeting shall include approval of an annual budget for the Association, election of officers, and may include reports of the financial condition and operation of the Association and such other business as may come before the meeting.
- 4.7 Special Meetings of the Board: Special meetings of the Board of Directors may be called by the President, two-thirds (2/3) vote of the membership, or upon written request of one-third (1/3) of the members of the Board of Directors.
- 4.8 Notice of Board Meetings: Written notice of regular meetings of the Board shall be mailed by first class mail, sent via facsimile, or personally delivered to each Director at least ten (10) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed, properly addressed envelope, first class, postage prepaid. Written notice of special meetings of the Board shall be given in the same manner at least twenty (20) days before the date of the meeting. That notice shall state generally the nature of the business to be taken up at the meeting.
- 4.9 Unanimous Consent Action by Board: Any action required or permitted to be taken at a meeting of the Board of Directors or Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors or

Committee Members. The written consents described in this Section may be given via facsimile.

- 4.10 Meeting by Conference Telephone: Directors may participate in and act at any meeting of the Board of Directors by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting.
- 4.11 Quorum at Board Meetings: For all meetings of the Board of Directors (other than for action taken by unanimous written consent), a quorum of the Board shall consist of at least one-third (1/3) of all voting Directors. The act of a majority of Directors present in person at a meeting at which a quorum is present shall be the action of the Board of Directors, except as a larger vote may be required by the laws of the State of Ohio.
- 4.12 Compensation of Directors: Directors shall receive no compensation for their services on the Board of Directors. The preceding shall not, however, prevent the Association from purchasing insurance as provided in these By-laws nor shall it prevent the Board of Directors from providing reasonable compensation to a Director for services which are beyond the scope of his or her duties as Director or from reimbursing any Director for expenses actually and necessarily incurred in the performance of his or her duties as a Director.

ARTICLE V OFFICERS

- 5.1 Designation of Association Officers: The Officers of the Association and the Board shall be a President (who shall be a member of the Board of Directors), a Vice President, a Secretary, and a Treasurer. The Officers shall be members of the World Association for Infant Mental Health. In addition, the Association may have such Assistant Secretaries and/or Assistant Treasurers as the Board of Directors may from time to time elect.
- 5.2 Election/ Term: All Officers shall be elected by the Board of Directors at the first Board meeting following the annual membership meeting and shall take office at that time. The President shall hold office for a term of two (2) years or until his or her successor has been duly elected and qualified. All other Officers shall hold office for a term of one (1) year or until their successors shall have been duly elected and qualified.
- 5.3 Removal/ Vacancies: The Board of Directors of the Association, upon the vote of two-thirds (2/3) of the members of the Board at any duly called and convened Board meeting, may remove an Officer of the Association with or without cause at any time when such removal would be in the best interests of the Association. In the event of the death, resignation, removal, or other inability to serve of any officer, the Board of Directors shall appoint a successor who shall serve until the expiration of the normal term of such Officer or until his or her successor shall be elected, except that in the event of a vacancy in the office of President, the Vice President shall serve as the acting President of the Association for the remainder of that term of office.
- 5.4 Duties of the President: The President shall be the Chief Executive Officer of the Association, shall preside at all meetings of the membership and the Board of Directors, shall be the direct executive representative of the Board of Directors in the management of the Association, shall officially represent the Association in all dealings with the public, and shall have all such other duties and authority which such position would customarily require.

- 5.5 Duties of the Vice President: The Vice President shall accept and review Chapter applications and have such duties as determined from time to time by the Board of Directors or the President. The Vice President shall perform the duties of the President in the President's absence.
- 5.6 Duties of the Secretary: The Secretary shall act as secretary of the Association and the Board of Directors; shall assure that appropriate notices or waivers of notice are sent regarding meetings of the Board of Directors; shall assure that an official record of minutes, reports, and other materials of the Association are maintained; shall be responsible for the reporting of adequate records of all meetings of the Board of Directors; and shall perform such other duties as may be requested by the Board from time to time.
- 5.7 Duties of the Treasurer: The Treasurer shall have custody and control of all funds of the Association and shall have such duties as are customarily performed by or required of association treasurers, including giving a bond when requested by the Board of Directors. He or she shall ensure that a true and accurate accounting of the financial transactions of the Association is made periodically, that reports of such transactions are presented to the Board of Directors, and that all accounts payable are presented to such representatives as the Board may designate for authorization of payment. The Board of Directors shall arrange for the financial records of the Association to be reviewed by a certified public accountant promptly after the end of each fiscal year.
- 5.8 Duties of the Assistant Treasurers and Assistant Secretaries: The Assistant Treasurers and Assistant Secretaries shall perform such duties as shall be assigned to them by the Treasurer and Secretary, respectively, or by the President or the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

ARTICLE VI COMMITTEES OF THE BOARD OF DIRECTORS

- 6.1 Committees in general: The Board shall establish an Executive Committee and may establish such other standing committees identified in Section 6.2 of these By-laws as well as such ad hoc or special committees from time to time as it shall deem appropriate to conduct the activities of the Association. The Board shall define the powers and responsibilities of such committees except that no committee may be created to perform the functions of a standing committee without the consent of the standing committee, and each non-standing committee shall disband upon completion of the work for which it was created.
- 6.2 Standing Committees: The Board shall establish an Executive Committee and a Nominating Committee which shall have the duties and responsibilities described herein or by Board resolution.
- (a) Executive Committee: The Board of Directors shall appoint an Executive Committee consisting of not less than five (5) and not more than nine (9) persons, including the Officers of the Association and such additional members of the Board of Directors as the Board may determine from time to time. The Executive Committee may exercise all powers of the Board of Directors (within the limits prescribed by law) or may have such specific powers and responsibilities as determined by the Board of Directors. The President shall act as Chairperson of the Executive Committee. Individuals who are neither Directors nor members may participate in Executive Committee meetings upon the invitation of the Chairperson.

(b) Nominating Committee: The Nominating Committee shall consist of not less than three (3) individuals, of whom at least one (1) shall be a Director. A Director shall serve as the Chairperson of the Nominating Committee. The Nominating Committee shall recommend annually, and from time to time upon the request of the Board, candidates for the Board of Directors and Officers of the Association. The Nominating Committee shall present a slate of candidates for election to the Board, Officer positions, and Committee memberships at least forty-five (45) days prior to the date of the annual meeting of the members. In preparing each slate of candidates required herein, the Nominating Committee shall consider each candidate's qualifications and commitment to the Association. The Nominating Committee also shall attempt to prepare each slate of candidates in a manner which promotes diversity by considering candidates who are geographically, racially, and ethnically diverse and who represent a variety of professional disciplines.

6.3 Special Committees: Special committees may be appointed for a specified term by the President with the concurrence of the Board, for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by action of the Board. Upon completion of the tasks for which it was created, a special committee shall stand discharged.

6.4 Election/Term of Office/Removal of Committee Members: Committee chairpersons shall be appointed by the President. Each Committee chairperson shall be responsible for selecting other members of the committee from the slate presented by the Nominating Committee. All committee appointments shall be subject to approval by the Board of Directors. All committee members shall serve for a one (1) year term or until their successors are duly elected. All committee members and committee chairpersons shall be subject to removal at any time by vote of a majority of the members of the Board of Directors then in office. The membership of committees, except the Executive Committee, may include persons who are not Directors.

6.5 Committee Procedures in General: A majority of the members of each committee present in person shall constitute a quorum for the transaction of business, and the act of a majority of the members of any committee present at a meeting at which a quorum is present shall be the action of the committee. Each committee shall report to the Board regarding its deliberations, recommendations, and activities since the prior Board meeting. Reasonable notice of the meetings of any committee shall be given to the members thereof and to the President, who shall have the right to attend and participate in the deliberations of all committees. The president or the committee chairperson may invite to any committee meeting such individuals as they may select who may be helpful to the deliberations of the committee. Each committee may operate through the establishment of one or more subcommittees to be composed of such members of the committee and to have such duties and responsibilities as shall be delegated to the subcommittee by the committee. Each committee may adopt rules for its own operations and for the operations of its subcommittees not inconsistent with these By-laws or the policies of the Board of Directors.

ARTICLE VII
FISCAL MATTERS

- 7.1 Fiscal Year: The fiscal year of the Association shall begin on January 1 each year and shall end on December 31 of each year.
- 7.2 Budgets: The Board of Directors of the Association shall have prepared and shall approve the annual operating and capital expenditure budgets of the Association. The Board of Directors shall approve any expenditures not listed in the annual budget in excess of \$300.00.
- 7.3 Asset Transfers and Purchases: No transfer of the Association's assets with a value exceeding limits established by the members and no purchase with a value exceeding limits established by the members shall be valid unless first approved by the members.
- 7.4 Checks/ Drafts: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness in the name of the Association or to the Association, shall be signed or endorsed by any Officer(s) of the Association designated by the Board. The signatures of such persons may be by facsimile where expressly authorized, but shall not be preprinted on the instrument.
- 7.5 Deposits: All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.
- 7.6 Maintenance of Records: The Association shall keep correct and complete books and records of account and other records of the activities of the Association as may be appropriate. All such records shall be open to inspection upon the request of the members or any member of the Board of Directors.

ARTICLE VIII
INDEMNIFICATION

- 8.1 Basic Indemnification: Each person who is or was a Director, Officer, or member of the Association and each person who serves or has served at the request of the Association, as a member, Director, Officer, partner, employee, agent, or committee member shall be indemnified by the Association to the fullest extent permitted by the laws of the State of Ohio as they may be in effect from time to time.
- 8.2 Insurance of Risk: The Board of Directors shall have the authority to purchase and maintain or effect insurance on behalf of any and all of its present and former members, Officers, Directors, committee members, employees, or agents against any liability or settlement based on liability asserted to have been incurred by them by reason of being or having been members, Officers, Directors, committee members, employees, or agents of the Association, whether or not the Association would have power to indemnify such persons against such liability under the preceding sentence.

ARTICLE IX
AMENDMENTS

- 9.1 Amendment Procedure: These By-laws may be amended by affirmative vote of two-thirds (2/3) of the voting members of the Association at any annual or special meeting of the membership, provided that notice of the proposed amendment, including a brief description, is given to the members at least thirty (30) days prior to the date of the meeting at which the proposed amendment will be considered. Amendments must be consistent with the purposes of the Association.