

Massachusetts Association for Infant Mental Health: Birth to Six, Inc. (MassAIMH)

BY-LAWS

ARTICLE I

Name and Mission

Section 1. Name: The name of this organization shall be the **Massachusetts Association for Infant Mental Health: Birth to Six, Inc.**

Section 2. Mission: To promote infant and early childhood social and emotional well-being as foundational to development by enhancing and linking training, research, policy, and intervention through collaboration, support and advocacy.

Section 3. Property and Business: The property and lawful business of the Association shall be held and managed by a Board of the Association.

ARTICLE II

Purposes

Section 1. Purposes: The Association is formed:

- to promote awareness that infancy and early childhood is a vital period in the psychosocial development of the individual;
- to provide information to increase the level of knowledge for all professionals, para-professionals, and the general community serving the needs of infants, young children and their families;
- to promote the optimal development and wellness of infants, young children and their families so that they may realize their maximum potential; and
- to engage in activities that encourage cooperation and collaboration among other groups, agencies and individuals that serve children and families within Massachusetts and its neighboring states.

Section 2. Definitions:

- For the purposes of the Association, Infant and early childhood mental health shall be defined as the field of study that advocates for and provides intervention in order to promote the healthy social and emotional development of young children and their families.
- For the purposes of the Association, Infant shall be defined as children beginning in the prenatal period and extending through early childhood.

- For the purposes of the Association, Family shall be defined as a bi- or multi-generational group which provides for the well-being of its members.

ARTICLE III

Membership in the Association

Membership: Membership is available to all persons interested in promoting, advocating for or improving the social and emotional well-being of infants, young children and their families with young children. This includes non-professional stakeholders and/or parents or parent advocacy representatives. Nomination for membership is open to all parties and shall occur at a set time annually or as needed. The Association is committed to diversity and to inclusive representation of all stakeholders. Members are encouraged to serve on specific committees and/or assist with Association initiatives. The affairs of the Association shall be managed by the directors who may exercise all the powers of the Association. The Association's Board of Directors assumes a fiduciary role and has obligations to oversee management, assist in fundraising and insure that the Association adheres to its non-profit purpose and mission.

Member Representation: The Association strives to represent a broad and diverse range of professional and non-professional. Towards this end, the Board will seek representation from a wide variety of disciplines and service agencies, as well as representation from all levels of constituents, including family members, direct service staff, academics, policy makers, and administrators. The Association seeks to have representation from all geographic regions of Massachusetts and reflect its cultural and linguistic diversity.

Members are invited to attend Board meetings as observers. Members will receive the annual report and be invited to attend the Annual Meeting.

Association members are invited to vote on specific issues raised by the membership and put forth by the Board for a general referendum.

ARTICLE IV

Board Membership

Section 1: Board Membership: The Board is made up of members at large. Any person interested in promoting, advocating for or improving the social and emotional well-being of infants, young children, and families may be nominated to the MassAIMH Board. The privileges and responsibilities of Board Membership are delineated in Sections 2-7. The Association Board will be made up of not less than three (3) and not more than twenty (20) voting members.

Section 2. Process of Nomination to the Board: Any current member of the Association may present a nomination of any Association member to the Board. That member will be known as the nomination sponsor. The sponsor will provide information to the Board about the nominee's professional and/or personal background and special skills or interests which are in concert with the mission of the Association or will further the goals of the Association. Additional information may be added by other Board or Association members.

A majority of the Board shall be nominated by the Association Members. The current members of the Board will then elect by majority vote those Members qualified to serve on the Association Board. The Board may invite non-members to serve on the Board to fulfill certain roles; specifically those individuals that possess financial, public relations, advocacy or fundraising skills determined to further the success of the organization.

Section 3. Terms and Responsibilities of Board Membership:

- Membership to the Board will consist of a three-year term.
- Nomination and voting will be staggered across three (3) year periods to ensure replacement of one-third (1/3) of the Board members each year.
- Board members may serve no more than three (3) consecutive terms.
- While serving on the Board, each member shall serve on at least one (1) committee.
- Description of all committees can be found in Article VII.
- If a Board position becomes open mid-term, the remainder of the term may be filled through the nomination process.
- **Absenteeism:** Any Board Member who is unable to attend the monthly Board meeting shall notify the Secretary prior to the meeting. If a Board member has three (3) consecutive absences from scheduled meetings, the President shall contact that Board Member in order to discuss his or her ability to continue on the Board.
- **Removal for Cause:** Any member of the Board may have Board membership removed for cause, upon a two-thirds vote of the entire Board Membership. Thirty (30) days written notice shall be given to the member by registered mail to the last known address as shown in the records of the Association. The member shall have the right of appeal before the Executive Committee of the Board.
- **Conflict of interest:** Each member, prior to taking a position on the Board, and all present members shall review and acknowledge the organization's policy and shall file an annual conflict of interest disclosure with the President of the Board. The President of the Board shall become familiar with the statements of all members in order to guide decisions should a conflict arise. At such times as any matter comes before the Board which gives rise to a conflict of interest, the affected member shall make known the potential conflict and shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, only disinterested board members shall vote on it. The Board will discuss and determine whether further action is required to manage the disclosed conflict with the affected Board member. In so doing, the Board will comply with all the requirements of federal and state Massachusetts state law where conflicts of interest are involved. These requirements include, but are not limited to, absolute prohibitions on loans from the Association to a member. These requirements extend to both direct and indirect financial interests, as defined by the applicable Massachusetts statutes.

ARTICLE V

Meetings

Section 1. Annual Meetings: An annual meeting of the Massachusetts Association for Infant and Mental Health: Birth to Six, Inc. shall be held at such time and place as decided by the Officers of the Board, but not later than six (6) months after the end of the fiscal year. The annual meeting shall include reports from each committee, reports of the financial conditions and operations of the Association; election of officers, establishment of an annual dues structure and such other business as shall come before the meeting.

Section 2. Special Meetings: The President shall, upon the documented request of majority of the Board Membership, call special meetings of the Association upon notice to the membership, not less than thirty (30) days in advance of such meetings. Such notice shall specify the purpose of the special meeting.

Section 3. Notice of Meetings: Forty-eight hours' notice by mail, telecopier, electronic mail, telephone or word of mouth shall be given for an annual or special meeting unless shorter notice is adequate under the circumstances. Whenever notice of a meeting is required, such notice need not be given to any Board member if a written waiver of notice, executed before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such director. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law or the bylaws.

Section 4. Waiver of Notice. A waiver of notice, duly executed, shall represent ratification by the executing directors of all actions taken at the meeting.

Section 5. Voting: Each Board Member of the Association shall have one vote. All Board members are responsible for recusing themselves where there may be a conflict of interest.

Section 6. Quorum: One more than half (1/2) the number of voting Board members shall constitute a quorum at all meetings of the Board, unless otherwise specified by Massachusetts Law. A majority vote of the Board members present shall decide all questions except as specified elsewhere in these By-laws. If a quorum is not present to vote on an issue, a telephone vote or email vote may be taken, to expedite a decision if necessary.

Section 7. Action by Vote: When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law or the bylaws. Votes via email will be counted.

Section 8. Action by Writing: Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 9. Presence Through Communications Equipment: Unless otherwise provided by law or the articles of organization, directors may participate in a meeting of the Board of directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 10. Vote of Interested Directors: A director who is a member, stockholder, director, officer or employee of any firm, corporation or association with which the Association contemplates contracting or transacting business shall disclose his or her relationship or interest to the other directors acting upon or in reference to such contract or transaction before entering into the contract or transaction. No director so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested directors shall be required before the corporation may enter into such contract or transaction.

In case the Association enters into a contract or transacts business with any firm, corporation or association of which one or more of its directors is a member, stockholder, director, director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which are or might be adverse to the interests of the corporation. No director or directors having disclosed such adverse interest shall be liable to the corporation or to any creditor of the corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits to be realized thereon.

Section 11. Board members shall evaluate each disbursement of funds to be sure that the disbursement falls within the guidelines for expenditure of funds by non-profit organizations. In addition, the Board may require evaluation of the project or program funded at any time.

Section 12. It is the responsibility of all Board members to respond to MassAIMH business communication, including written correspondence, within ten (10) working days.

Only Executive Committee members are allowed to use MassAIMH letterhead for official MassAIMH business. The President may approve another member to conduct official business on letterhead if deemed appropriate, and must convey this information to the full Board.

ARTICLE VI

Officers of the Board

Section 1. Officers of the Board: The Officers of the Board shall consist of a Past President, President, President-Elect, Treasurer, and Secretary. Officers of the Board shall be known as the Executive Committee. The election of officers shall occur at the annual meeting of the Association. Officers shall be nominated by the Board members. A nomination is subject to acceptance by the nominated party.

The President-Elect is elected for one year and following that year assumes the presidency for two (2) years. The following year, he/she assumes the Past President status for one year. The President-Elect is elected by majority vote of the Board.

The Secretary and Treasurer will be elected for a two (2) year term. They may serve up to three (3) consecutive terms in one position.

Section 3. Vacancy: Any vacancy existing among the officers of the Association may be filled for the unexpired term by the Board at any meeting.

Section 5. Resignations and Vacancies: Any Officer may resign his/her position at any time, by written notice to the President of the Board. Replacements for resignations or vacancies occurring for an Officer during a term of office shall be appointed by the President and approved by the Board and shall serve the remainder of the term.

Section 6. Removal: Any Officer may, for cause at any regular or special membership meeting called for the purpose, be removed from office by a two-thirds vote of the voting members present. The Officer in question must receive written notice of the meeting by registered mail at least 48 hours prior to meeting. Written notice of documentation shall be given to the member by registered mail to the last known address as shown in the records of the Association. The member shall have the right of appeal before the Officers of the Board.

Section 7. Annual Budget: The Association Board shall approve the annual budget and expenditures of the Board. The annual budget and expenditures shall conform in all respects to the requirements for a non-profit corporation.

Section 8. Functions and Duties

President: The President shall preside at all meetings of the Executive Committee and at all meetings of the Association. The President shall officially represent the Association whenever necessary.

President-Elect: The President-Elect shall perform the duties of the President of the Board if that officer is either absent or unable to serve.

Past-President: Will provide historical perspective, guidance and counsel as requested by the President. This role is meant to promote continuity within the Association.

Secretary: The Secretary shall be responsible for correspondence required for Association business and shall keep minutes as requested by the President.

Treasurer: The Treasurer shall receive all monies of the Association, keep an accurate record of all receipts and expenditures, and pay out all funds as approved by the Board. Checks over \$500 will be co-signed by the President and/or a designee. The Treasurer shall present a financial statement when requested to do so by the Board, and shall give a full financial report to the membership at its annual meeting. The Treasurer's financial records shall be audited, reviewed or compiled by an independent auditor at least thirty (30) days prior to the annual meeting.

ARTICLE VII

Committees

Section 1. Executive Committee: The Executive Committee consists of the Officers of the Board. The committee will have the authority to make business decisions, which are required in the interim between Board meetings and shall monitor contracts entered into by the Board. Decisions requiring disbursement of funds in excess of \$ 2000.00 will not be made by the Executive Committee and will require Board quorum vote.

Section 2. Standing and Ad hoc Committees:

Standing Committees:

The Board may approve the establishment of other standing committees as needed. The Board shall prescribe the duties of all committees.

- A) **Membership and By-laws Committee:** This committee is responsible for the development of by-laws, monitoring membership and making recommendations for by-law amendments and membership needs. President or Past President must sit on this committee.
- B) **Clinical/Interventions Committee:** This committee is responsible for keeping abreast of current "promising practices" in the field of Infant Mental Health, informing the Association at large of important clinical issues, supporting the development of highly trained clinicians through a variety of association initiatives and providing a clinical resource to the community through technical assistance and clinical consultation.
- C) **Public Policy Committee:** This committee keeps track of and informs the Association of legislative and political issues affecting children and families. The committee promotes an understanding of the issues and needs of children and families through education efforts with lobbyists, advocates, legislators and other public policy makers.
- D) **Training and Education Committee:** The goal of this committee is to raise the level of knowledge about issues related to infant mental health through providing workshops, disseminating information, attending and promoting round tables and collaborating on conferences as needed annually.

Ad hoc Committees:

An ad hoc committee may be established at any time through recommendation of the President and approval of the Board.

Chairperson Responsibilities:

All committees will choose a chairperson. The chairperson is responsible for leading the work of the committee, reporting to the full Board at each meeting, requesting time on the agenda as needed and preparing a written summary of activities for the annual report. The term of chairpersons shall be the same as that of the officers.

ARTICLE VIII

Public Representation of the Association

Section 1. Approval for Public Communications: The Association shall be represented by the Board in public communications. All public communications will be approved by the Executive Committee before public broadcast. If time does not allow presentation at a meeting, approval may be gained through sharing information and gaining the approval of the members of the Executive Committee.

Section 2. Approval for Public Communication by the President: The President may represent the Association at any time by sharing the Association mission statements, information MAIECMH activities and other Board-approved statements.

Section 3. The Association neither supports nor opposes special legislation or any candidate for elected or appointed office.

ARTICLE IX

Amendments

Amendments: These by-laws may be amended at any annual or special meeting of the Board by two-thirds (2/3) votes of the membership present and/or by email. Notice of the proposed amendment must be presented in writing and distributed to the entire membership at least thirty (30) days prior to the meeting at which it is to be considered.

ARTICLE X

Dissolution

Dissolution Provisions:

Consideration of dissolution of the Association shall require a special open meeting with membership. A referendum vote at the discretion of the Board is encouraged. The Board shall make the final vote on dissolution, with a two-thirds vote of full Board membership (as opposed to a quorum) required. Board Members may abstain from voting, and in such cases shall be counted towards the quorum but not included in calculation of a two thirds vote upon the dissolution of this organization, any remaining assets of the Massachusetts Association for Infant and Mental Health: Birth to Six, Inc shall be distributed for one or more exempt purposes as described under Section 501C(3) of the Internal Revenue Service, to serve the mental health of infants, young children and their families consistent with the regulations of the Attorney General. Such organizations may be nominated as recipients by the Board or membership, with a final vote by the Board on amount(s) and recipient agencies.

ARTICLE XI

Indemnification of Directors and Officers

The Association may, to the extent legally permissible and economically possible as the Board shall determine by a majority of its members, indemnify each person who may serve or who has served at any time as a director or officer of the Association or who at the request of the Association may serve or at any time has served as a director or officer of, or in a similar capacity with, another organization or an employee benefit plan, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person or

the proceeding was authorized by the Association); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Association or, to the extent such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the Association, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the Association of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the Association, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a director of the Association approves the payment of indemnification, such director shall be wholly protected, if:

(i) the payment has been approved or ratified (1) by a majority vote of a quorum of the directors consisting of persons who are not at that time parties to the proceeding, or (2) by a majority vote of a committee of one or more directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board (in which selection directors who are parties may participate); or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Association) appointed for the purpose by vote of the directors or in the manner specified in clauses (1) or (2) of subparagraph (i); or

(iii) the payment is approved by a court of competent jurisdiction.

Any indemnification or advance of expenses under this section shall be paid promptly, and in any event within 30 days, after the receipt by the Association of a written request therefore from the person to be indemnified, unless with respect to a claim for indemnification the Association shall have determined that the person is not entitled to indemnification.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director, director, officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the Association, apply to the directors, officers and other persons associated with constituent Associations that have been merged into or consolidated with the Association who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the Association.

The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such director, officer or other persons may be entitled. Nothing contained in this section shall affect any rights to indemnification to which Association employees or agents, other than directors, directors, officers and other persons entitled to indemnification hereunder, may be entitled by contract or otherwise by law.

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