

PENNSYLVANIA ASSOCIATION FOR INFANT MENTAL HEALTH
BYLAWS
(Revision Date by Majority Vote August 2021)

ARTICLE I

Name

The name of the association is Pennsylvania Association for Infant Mental Health (PA-AIMH), hereinafter referred to as the "ASSOCIATION."

Offices, Registered Agent and Regions

The ASSOCIATION shall have and continuously maintain in the Commonwealth of Pennsylvania a registered office and a registered agent; the registered agent will be the current President of the ASSOCIATION. The ASSOCIATION shall consist of four (4) regions within the Commonwealth; those regions will be labeled Central Region, Northeast Region, Southeast Region and Western Region. An attached map to these Bylaws further defines the regions by counties.

ARTICLE II

Purposes

Section 1

The ASSOCIATION has been organized to operate exclusively for scientific, charitable and educational purposes as follows: to promote, throughout Pennsylvania, the healthy social, emotional, cognitive, and physical development through supportive and nurturing relationships, for children from conception through five years of age; to facilitate interdisciplinary cooperation among individuals concerned with promoting conditions that will bring about the optimal development of infants and infant-caregiver relationships; to encourage the realization that infancy is a sensitive period in the psychosocial development of individuals; to promote education, research, and study of the effects of mental development during infancy on later normal and psychopathological development; to promote education, research and study of the mental health of the parents, families and other caregivers of infants; and to promote the development of scientifically based and/or informed programs of care, intervention, and prevention of mental impairment in infancy.

Section 2

The ASSOCIATION recognizes that the specialized study of infancy and the earliest years of development should take place within the context of the entire life cycle, including succession of generations. The ASSOCIATION recognizes also that many contributions to an understanding of infancy come from a wide variety of disciplines and that such understanding will be enriched by transdisciplinary discussions of research from many countries and contrasting cultures throughout the world.

Section 3

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.

Section 4

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 in his/her individual or private capacity shall benefit any Director, Officer, Member or Private Individual.

Section 5 *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*

Section 1 *Eligibility*

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. This may be a state or international membership.
- (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) Parent Membership: Any individual serving as a parent/legal guardian to an infant (conception through age 5) and who supports the purposes of the ASSOCIATION. Each Parent Member shall be entitled to one (1) vote on all matters presented to the membership for vote.
- (d) Agency Membership: Any agency who supports the purposes of the ASSOCIATION, and whose educational and vocational credentials demonstrate scientific and vocational expertise in the field of infancy or in any discipline relating to infant mental health and who has paid membership dues for the applicable fiscal year in accordance with this Article shall be an Agency Member of the ASSOCIATION. Agency Membership will entitle agency members special accommodation for trainings as available, and/or agency exposure through displays, editorial space or advertisements as available.

Section 2 *Annual Membership 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; whenever possible this will be at the Annual Conference of the ASSOCIATION. 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.

Section 3 *Special Membership 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.

Section 4 *Meeting Notices*

Notice of each meeting of the membership shall be mailed or emailed 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.

Section 5 *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.

Section 6 *Parliamentary Rules*

The usual parliamentary rules as laid down in Roberts' "Rules of Order" shall govern all deliberations when not in conflict with these Bylaws.

Section 7 *Dues*

The Board of Directors shall establish the amount of membership dues which shall be paid annually by Regular 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. The Board may offer membership scholarships at its discretion.

Section 8 *Resignation/Termination*

Membership in the ASSOCIATION shall terminate:

- (a) Automatically for any member who fails to pay applicable membership dues in fully 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

Section 1 *Qualifications*

- (a) The Voting members of the Board shall consist of up to thirteen (13) elected Directors who are Regular Members of the ASSOCIATION; and at least five of which shall be members of the World Association for Infant Mental Health. In addition the Board Members must either reside in the Commonwealth of PA and/or be primarily employed in the Commonwealth of PA. The voting members of the Board will also include up to one (1) Regional Representative from each of the four regions in the Commonwealth of PA. The remaining members of the Board will be made up of five officers and four members at large. Agency Membership can be represented on the Board by only one individual.

Section 2 *General Powers 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 Bylaws or the ASSOCIATION's purposes.

Section 3 *Election*

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 two (2) 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. A Director may serve up to two (2) consecutive terms and may return to serve any number of non-consecutive terms. The Board will develop policies and procedures to identify and address potential conflicts of interest.

Section 4 *Resignation or 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. Notice shall be deemed to be given when deposited in the United States mail in a sealed, properly addressed envelope, first class, postage paid.

Section 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.

Section 6 Regular Board Meetings

The Board of Directors shall hold not fewer than two (2) 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.

Section 7 Special Board Meetings

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.

Section 8 Notice of Board Meetings

Written notice of regular meetings of the Board shall be mailed by first class mail or via email or 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 ten (10) days before the date of the meeting. That notice shall state generally the nature of the business to be taken up at the meeting.

Section 9 Action without Meeting

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 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.

Section 10 Electronic Participation

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.

Section 11 Quorum

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 fifty (50) percent 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 Pennsylvania.

Section 12 Compensation

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 Bylaws 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

Section 1 Officers

The Officers of the ASSOCIATION and the Board shall be an Immediate Past President, President, Vice President, Secretary, and Treasurer. These Officers shall be selected from the Board of Directors. The Officers shall be members of the World Association for Infant Mental Health.

Section 2 Election

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. All Officers shall hold office for a term of two (2) year, and may serve up to two (2) consecutive terms. An Officer may return to serve any number of non-consecutive terms. The Board will develop policies and procedures to identify and address potential conflicts of interest.

Section 3 Resignation/Removal

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.

Section 4 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.

Section 5 Vice President

The Vice President shall chair the nominating committee 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.

Section 6 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.

Section 7 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 the fiscal year and at any time when the elected Treasurer resigns or is removed from office, if such an event does not coincide with the end of the fiscal year.

Section 8 Immediate Past President

The Immediate Past President will serve as an advisor to the newly elected President and Board of Directors. In the event the Immediate Past President is unable to serve the former Past President maybe asked to serve in this capacity by the Board of Directors.

ARTICLE VI

Committees of the Board of Directors

Section 1 Committees

The Executive Committee will be comprised of the five (5) officers of the ASSOCIATION and may as such, along with the Board of Directors, establish other standing committees identified in Article VI Section 2 of these Bylaws 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.

Section 2 Standing Committees

The Board shall establish a Nominating Committee, Bylaws Committee and a Membership Committee which shall have the duties and responsibilities described herein or by Board resolution.

- (a) Executive Committee: The Executive Committee will consist of the five (5) 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 one (1) shall be a Director whose term is not due. The Vice President of the ASSOCIATION shall serve as the Chairperson of the Nominating Committee (comprised of no fewer than 3, no more than 7 committee members, including 1 Director whose term is not due), unless the person in the role of Vice President is a current candidate for re-election. A different member of the BOD, as appointed by the Executive Committee, may serve as Chairperson of the Nominating Committee in the event there is a conflict of interest, for example due to presenting as an election candidate or having a dual relationship with an election candidate, etc. The Nominating Committee will be convened by the Executive Committee when vacancies are anticipated on the BOD. Once convened, the Nominating Committee shall:
 - (i) call for open nominations from the membership of PA AIMH and at-large PA AIMH stakeholders, to fill anticipated vacancies on the BOD,
 - (ii) assess to ensure each nominated candidate meets the minimum qualifications (i.e. accepts the nomination, holds active membership, and is willing to fulfill duties as a member of the BOD for the duration of the term), and is representative of the diverse needs of infants, young children, their families and caregivers, and the professionals who serve them. As a missional commitment of the Association, the Nominating Committee will intentionally consider many factors (e.g. culture, disability status, ethnicity, gender identity, geographic location, race, sexual orientation, and other qualities encouraging diversity) to promote equity and inclusion of all people, when considering candidates for inclusion on the Board. Additionally, the Nominating Committee shall seek nominations from among the varied disciplines representative of infant and early childhood practice,
 - (iii) present for ratification, the slate of qualified candidates to the Board and Officers.
 - (iv) document any disqualifications and seal the documentation, to be opened only in cases of dispute,
 - (v) upon ratification by the BOD, the Nominating Committee will present the finalized slate of candidates to the Association for vote,
 - (vi) conduct the election by secret ballot according to Robert's Rules of Order, The Vice President of the ASSOCIATION shall serve as the Chairperson of the Nominating Committee (comprised of no fewer than 3, no more than 7 committee members, including 1 Director whose term is not due), unless the person in the role of Vice President is a current candidate for re-election. A different member of the BOD, as appointed by the Executive Committee, may serve as Chairperson of the Nominating Committee in the event of a conflict of interest, for example due to presenting as an election candidate or having a dual relationship with an election candidate, etc.

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- (ii) assess to ensure each nominated candidate meets the minimum qualifications (i.e. accepts the nomination, holds active membership, and is willing to fulfill duties as a member of the BOD for the duration of the term), and is representative of the diverse needs of infants, young children, their families and caregivers, and the professionals who serve them. As a missional commitment of the Association, the Nominating Committee will intentionally consider many factors (e.g. culture, disability status, ethnicity, gender identity, geographic location, race, sexual orientation, and other qualities encouraging diversity) to promote equity and inclusion of all people,

when considering candidates for inclusion on the Board. Additionally, the Nominating Committee shall seek nominations from among the varied disciplines representative of infant and early childhood practice,

- (iii) present for ratification, the slate of qualified candidates to the Board and Officers.
- (iv) document any disqualifications and seal the documentation, to be opened only in cases of dispute,
- (v) upon ratification by the BOD, the Nominating Committee will present the finalized slate of candidates to the Association for vote,
- (vi) conduct the election by secret ballot according to Robert's Rules of Order,
- (vii) and present the election results to the ASSOCIATION membership.

- (c) Bylaws Committee: The Bylaws Committee shall maintain, review and submit recommendations for necessary changes in the Bylaws.
- (d) Membership Committee: The Membership Committee will be chaired by the Treasurer and shall receive, review and make recommendations upon application for membership.
- (e) Endorsement Committee: The Endorsement Committee is responsible for the implementation of the Endorsement system and maintain compliance with the licensure agreement with MI-AIMH and the Endorsement Policy Manual.

Section 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.

Section 4 *Committee Chairs and Members*

Committee chairpersons shall be appointed by the President; with the approval of the Board of Directors. 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.

Section 5 *Committee Quorum*

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 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 elect 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 Bylaws or the policies of the Board of Directors.

ARTICLE VII

Fiscal Matters

Section 1

The fiscal year of the ASSOCIATION shall begin on January 1 each year and shall end on December 31 of each year.

Section 2

The Board of Directors of the ASSOCIATION shall have prepared and shall approve the annual operating capital expenditure budgets of the ASSOCIATION. The Board of Directors shall approve any expenditure not listed in the annual budget in excess of \$500.00.

Section 3

No transfer of the ASSOCIATION's assets with a value exceeding limits established by the Directors shall be valid unless first approved by a quorum of the Directors.

Section 4

All invoices for payment in the name of the ASSOCIATION or to the ASSOCIATION shall be approved by an officer(s) of the ASSOCIATION designated by the board for payment by the HOST.

Section 5

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.

Section 6

The ASSOCIATION shall keep correct and complete books and records of the 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

Section 1

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 Pennsylvania as they may be in effect from time to time.

Section 2

The Board of Directors shall have the authority to purchase and maintain 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

These Bylaws 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.