

MENTAL HEALTH AMERICA, INC.

BYLAWS

(AS AMENDED THROUGH 3/7/20)

ARTICLE I. GENERAL PURPOSES OF THE CORPORATION

Section 1. General Purposes, Governing Board and Name. Mental Health America, Inc. (hereinafter called the "Corporation") is a non-profit corporation established under the Not-for-Profit Corporation Law of the State of New York. The purposes of the Corporation are to work for wellness, mental health and victory over mental and substance use conditions through the development of a coordinated citizens' voluntary movement; to advocate for the improved care and treatment of persons with mental and substance use conditions; to advocate for improved methods and services in research, prevention, detection, diagnosis and treatment of mental and substance use conditions; to educate the public about mental and substance use conditions and their causes and treatments; and to fight stigma and prejudice and promote social justice and recovery from mental and substance use conditions. Since the purposes are charitable, the Corporation shall not be conducted for profit or gain, and no part of its earnings or assets shall inure to the benefit of any individual, firm, or corporation. The business of the Corporation shall be directed by a Board of Directors elected by the Membership of the Corporation. The Board of Directors is referred to in these Bylaws as the "Board," and members of the Board are referred to as "Directors". The Corporation is authorized to do business under its corporate name or under the name of "the National Mental Health Association."

ARTICLE II. MEMBERSHIP IN THE CORPORATION

Section 1. Membership in the Corporation. The Directors of the Corporation elected under Article IV of these Bylaws and the presiding officers (chairs, presidents, or equivalent) of governing boards (boards of directors or equivalent) of local and state affiliates of the Corporation, or their designees, as defined in Section 2 of this article, shall constitute the Membership of the Corporation. The Board may establish other categories of membership available to donors to the Corporation, using the term "member," "associate member," or "partner," without any effect on this definition. Such additional members shall have no role in the governance of the Corporation.

Section 2. National Delegate Assembly Delegates. The presiding officers of governing boards of local and state affiliates of the Corporation or their proxies shall act as delegates to the National Delegate Assembly. All affiliates shall be treated the same, regardless of the organizational relationship model that they have adopted.

(a) **Voting Formula.** Each affiliate shall be eligible to cast two votes at the National Delegate Assembly. Each affiliate shall be eligible to cast one additional vote for every 300 dues-paying members or fraction thereof that the affiliate can demonstrate during the immediate past calendar year and one additional vote for every \$3,000 or fraction thereof paid by that affiliate to the Corporation for its affiliation fee during the immediate past calendar year. In the case of overlapping membership and finances, membership and dues shall be attributed to the parent affiliate unless the parent affiliate decides otherwise and certifies its decision to the Secretary/Treasurer prior to the deadline set by the Board. A “member” of an affiliate means an individual who:

- 1) has paid annual membership dues;
- 2) has received a membership card or letter acknowledging membership;
- 3) is listed on a membership roster or record keeping system; and
- 4) has received at least one contact per year other than a membership renewal notice (newsletter, program announcement, et cetera).

(b) **Members of the Board.** Directors of the Corporation shall be considered "at-large" Members of the National Delegate Assembly and shall not be counted in an affiliate's total. They shall each be permitted to cast one vote at the National Delegate Assembly.

(c) **Eligibility to Vote.** In order to cast any votes, each affiliate must have paid all affiliation fees approved by the Board for that affiliate for the immediate past calendar year prior to the deadline set by the Board. Local affiliates which do not pay affiliation fees to the Corporation shall be permitted to vote if the affiliate to which the local affiliate pays affiliation fees has paid all affiliation fees approved by the Board for the state affiliate for the immediate past calendar year prior to the deadline set by the Board unless the state affiliate certifies that current fees to the state affiliate are unpaid and requests that the local affiliate not be permitted to vote.

(d) **Notification.** Each affiliate shall notify and promptly update the Secretary/Treasurer of the name and full contact information of the presiding officer of the governing board of the affiliate.

Failure to provide correct information as of the deadline set by the Board may, at the option of the Board, result in disqualification of the related votes. Each affiliate also shall notify and promptly update the Secretary/Treasurer of the number of members on its rolls at the end of each calendar year. Notification shall be in writing, mailed or faxed to the Secretary/Treasurer, signed by the presiding officer, and attested by a person designated to act as secretary of the governing board, or by a notary public. In case of conflict, a later notification shall be effective to revoke all prior notifications. Failure to provide an updated Notification prior to the deadline set by the Board may, at the option of the Board, result in disqualification of the related votes or an estimation based on the votes available under the prior Notifications submitted by the affiliate.

(e) **Proxies.** Proxies must be submitted to the Secretary/Treasurer in the same form as Notifications and must name a specific person who is authorized to exercise the proxy. To be effective, proxies must actually be received prior to the meeting. The proxy may limit the matters on which the holder may vote the proxy or may assign the right to vote on any matter that comes before the National Delegate Assembly. But limited proxies shall only count toward a quorum for matters on which the proxy may be voted. In case of conflict, a later proxy shall be effective to revoke all prior proxies unless a prior proxy is irrevocable according to its terms.

Section 3. **Authority of the Membership.**

(a) **Presentation of Resolutions to the Corporation.** Resolutions proposed for submission to the National Delegate Assembly must be either referred by the Board or, if not referred, mailed, faxed or e-mailed to the Secretary/Treasurer of the Corporation by an affiliate at least sixty (60) days before the National Delegate Assembly.

(b) **Presentation of Resolutions to the Members and Affiliates.** The Secretary/Treasurer shall submit all proposed resolutions to the Members at the addresses contained in Notifications on file with the Secretary Treasurer and to the affiliates at any business address on file with the Secretary/Treasurer by mail, fax or e-mail at least thirty (30) days before the National Delegate Assembly.

(c) **Two Thirds Vote to Waive Notice on Significant Matters.** Notwithstanding the foregoing notice requirements, by a two-thirds vote of the Members present, in person or by proxy, the National Delegate Assembly may decide to consider any resolution, except one relating to the Corporation's Bylaws or to the matters specified in Section 6 of the Corporation's Restated Certificate of Incorporation, as specified in paragraph (e) and Article XI below.

(d) **Majority Vote to Waive Notice on Less Significant Matters.** Notwithstanding the foregoing notice requirements, by a majority vote of the Members present, in person or by proxy, the National Delegate Assembly may decide to consider memorials, commendations, or recommendations for study at the National Delegate Assembly meeting.

(e) **Matters on Which Notice Cannot be Waived.** Resolutions relating to any of the matters specified in paragraph 6 of the Corporation's Restated Certificate of Incorporation must be submitted to the Members at least thirty (30) days in advance of the meeting of the National Delegate Assembly. This notice cannot be waived. Paragraph 6 says: "For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its Directors and Members, it is further provided that, notwithstanding anything in the Corporation's Bylaws to the contrary, the Membership shall have final authority on all matters governing:

- 1) Amendments to the Certificate of Incorporation;
- 2) Size of the Board of Directors;
- 3) Election of the Board of Directors;
- 4) Election of the Nominating and Board Development Committee;
- 5) Action recommendations from the Board of Directors on amending the Standards of Affiliation;
- 6) Matters other than those stated in subparagraph (1) through (5) above which have been approved by the Membership subject to the concurrence of the Board of Directors, in which the Board does not concur, and which have then been reapproved by the Membership."

(f) **Effect of Resolutions of the National Delegate Assembly.** The Members are empowered to make final decisions on all matters referred to in paragraph 6 of the Corporation's

Restated Certificate of Incorporation and on the Corporation's Bylaws. The Board may also amend the Bylaws, and is the body which routinely takes responsibility to update and enforce the Bylaws. Resolutions on matters other than those referred to in paragraph 6 of the Corporation's Restated Certificate of Incorporation and the Bylaws which are adopted by the Members shall be subject to concurrence by the Board, except as provided below. If the Board does not concur with any resolution, that resolution and the Board's reason for not concurring shall be reported to the Members of record and to the affiliates, and the resolution shall be presented for re-adoption at the next meeting of the National Delegate Assembly, with thirty (30)-days' notice to the Members and the affiliates. If the Membership then adopts the same resolution, the resolution shall become effective without the concurrence of the Board. If the resolution is approved upon resubmission with amendments, this shall not constitute the "same resolution," and the action of the Members shall be subject to Board concurrence.

(g) **Effect of Emergency Resolutions of the National Delegate Assembly.** If a resolution has been identified and labeled as an "Emergency Resolution" by its proponents prior to its submission to the Members, if the resolution is properly before the National Delegate Assembly under these Bylaws, and if it is adopted by a four-fifths vote of the Members present, in person or by proxy, it shall be carried into effect by the Board forthwith.

(h) **Board Advice to the National Delegate Assembly.** The Board shall have the right to advise the Members on any resolution proposed to be submitted to the National Delegate Assembly. On the basis of the significance of the matters at hand,

- 1) The Board may meet prior to the Meeting of the National Delegate Assembly, or communicate by any available means; or

- 2) The proposed resolution may be considered by the Executive Committee.

(i) **Report on Board Implementation of National Delegate Assembly Resolutions.** The Chair shall report to the Membership in writing by mail, fax or e-mail at least thirty (30) days in advance of the following meeting of the National Delegate Assembly on the Board's implementation of resolutions which were passed at the preceding meeting.

ARTICLE III. AFFILIATED ORGANIZATIONS

Section 1. Affiliates. In each state and territory (hereinafter referred to as a "state") of the United States, the Corporation shall promote and encourage the organization and operation of an affiliated organization or organizations to carry out its general purposes under its general direction, including the authority to use, protect and enforce the trademark rights for trademarks held by the Corporation.

- (a) Any non-profit organization may apply to the Board of Directors to become an affiliate of the Corporation by showing compliance with the standards set forth in Operating Policy O-1, "Mental Health America Standards for Affiliates," a document endorsed by a vote of the Membership.
- (b) Any affiliate of the Corporation may apply to become a Chartering Affiliate, by requesting that the Board grant authority for the affiliate to exercise statewide authority to charter and affiliate local affiliates within the same state. The Board may grant or withhold such authority, in its sole discretion. Affiliates designated as "model four" affiliates under the prior provisions of these Bylaws shall henceforth be considered Chartering Affiliates, subject to whatever changes the Board may subsequently adopt.
- (c) In the absence of a state-level affiliate, the affiliates within each state have the joint responsibility to establish a state public policy/advocacy committee to coordinate policy positions.

Section 2. Standards of Affiliation. The Board shall enforce and may recommend to the National Delegate Assembly modifications of the standards which all affiliated organizations, whether chartered by the Board or a state affiliate, shall be required to meet in order to qualify as an affiliate. Such standards are set forth in Operating Policy O-1, "Mental Health America Standards for Affiliates," a document endorsed by a vote of the Membership. A vote of the Membership is required to modify the standards. The standards are interpreted through guidelines and a reader's guide, which shall be enforced by and may be modified by the Board. To be considered as an affiliate under these Bylaws, an organization must be chartered by the Corporation or by a Chartering Affiliate. Affiliates chartered by a Chartering Affiliate must demonstrate that they have a functioning governing board and operate substantially independently from the Chartering Affiliate. The Chartering Affiliate is responsible for conducting periodic affiliation review to enforce the Mental Health America Standards for Affiliates, as amended, for each of its affiliates and demonstrating such review and enforcement at the time of reaffiliation of the Chartering Affiliate.

Section 3. Affiliation Fees and Levels of Affiliation. The Board shall establish affiliation fees and levels of affiliation for affiliates based on the degree to which an affiliate meets the standards for affiliation or reaffiliation and on the financial and organizational capacities of such affiliate. At the time of affiliation or reaffiliation of an affiliate, and at any other time that an

affiliate may be out of compliance with the standards of affiliation, the Board may change the level of affiliation of such affiliate.

ARTICLE IV. GOVERNING BOARD

Section 1. Board Qualifications. The Board shall consist of between 18 and 24 Directors, 15 to 21 of which shall be elected by the National Delegate Assembly from a slate presented by the Nominating and Board Development Committee or from nominations made as hereinafter provided and three of which, the Immediate Past Chair, Chair and Chair-Elect, shall be elected by the Board at the Board meeting following the National Delegate Assembly each year. A person receiving monetary consideration for full or part-time services as an employee of the Corporation shall not be eligible for election to the Board. The Board shall consist of at least 50% volunteers, not receiving any compensation from the Corporation or any affiliate. Terms for Directors shall take effect at the conclusion of the Board meeting following the National Delegate Assembly. The term for each Director shall be for three years, and the Directors shall at all times be divided into three classes, so that the terms of one third (or as near thereto as is practical) of the Directors shall expire each year. Upon the expiration of the term of a Director, he/she shall be eligible for reelection. However, if he/she has served as a Director for six successive years, he/she shall for one year be ineligible for reelection. The Immediate Past Chair, Chair and Chair-Elect shall serve as members of the Board during their service in those offices, shall have the right to vote at Board meetings, and shall not be bound by the six-year limitation set forth in the preceding sentence. The Immediate Past Chair shall remain a member of the Board for up to two years following his/her retirement as Chair, until a new Chair is elected or appointed and the current Chair becomes Immediate Past Chair.

Section 2. Nomination of Directors by Nominating and Board Development Committee. Nominations of Directors shall be made by the Nominating and Board Development Committee as hereinafter provided. The factors to be considered by the Nominating and Board Development Committee shall include representation of affiliates, including adequate geographic, demographic, and culturally and linguistically diverse representation, and representation of consumers/survivors and family members affected by mental or substance use conditions. The Nominating and Board Development Committee shall submit its report to the Secretary/Treasurer not later than sixty (60) days in advance of the National Delegate Assembly. The Secretary/Treasurer shall distribute the report to the Membership by mail, fax or e-mail at least thirty (30) days prior to the meeting.

Section 3. Nomination of Directors by the Membership. Five or more Members of record from affiliates in at least five different states may nominate any eligible person to be a Director of

the Corporation by submitting a nomination in writing to the Secretary/Treasurer of the Corporation at least sixty (60) days in advance of the National Delegate Assembly, so that the name of the nominee can be included in the material sent to the Members thirty (30) days in advance of the National Delegate Assembly. Written consent by the nominee must be submitted with the nomination. The National Delegate Assembly must then vote on nominees separately in order to determine the highest vote totals among all of the nominees and constitute the Board accordingly. Nominations of Directors may not be made from the floor of the National Delegate Assembly.

Section 4. Vacancies Among Directors. Any vacancy among the Directors occurring by reason of death, resignation, inability to act, or any other circumstance, may be filled for the unexpired portion of the term by the Board at any meeting of the Board, from a list of candidates submitted by the Nominating and Board Development Committee. No person shall be nominated to fill such a vacancy on the Board who is at that time ineligible for election as a Director under the provisions of Section 1 of this Article IV.

Section 5. Additional Provisions. The following additional provisions shall govern the election and composition of the Board:

(a) All Directors shall be at least eighteen years of age, and at least one member of the Board shall at all times be a citizen of the United States of America.

(b) Each Director shall continue to hold office for the term specified at the time of his/her election, and until his/her successor is elected and has qualified. A Director who misses two consecutive Board meetings will automatically be dropped from the Board unless the Board votes that the Director be retained as a Board member because his/her absence was due to extenuating circumstances.

Section 6. Compensation. Directors shall not receive any salary or other compensation for their service as Director; nor shall they receive compensation from the Corporation in any other capacity except upon the concurring vote of two-thirds of all of the Directors. Upon the concurrence of two-thirds of all of the Directors, a Director may receive compensation from the Corporation without causing a conflict of interest as defined in Section 8 of this Article IV. A Director who receives compensation from the Corporation is precluded from voting or seeking to influence the vote of others on matters pertaining to that member's compensation or the compensation of any other member of the Board.

Section 7. Functions of the Board of Directors. The business and property of the Corporation shall be managed by the Board, which may exercise all such powers of the Corporation and do all such lawful acts as are not by statute or these Bylaws required to be exercised or done by the Members. In general, the Board shall be a legislative body, concentrating its actions on fundamental issues and on the formulation of the basic policies under which the Corporation shall operate, subject to the powers of the National Delegate Assembly set forth in Article II of these Bylaws. The Board shall have the power to remove Directors and officers of the Corporation and shall have the following additional responsibilities:

- (a) amending these Bylaws;
- (b) electing its officers; and
- (c) enforcing and recommending changes in the Standards of Affiliation to the National Delegate Assembly.

Section 8. Conflicts of Interest. A "conflict of interest" exists when the Corporation is contemplating entering into a transaction or arrangement that would benefit the private interest of an officer or Director of the Corporation or might result in an "excess benefit transaction."

(a) **Excess Benefit Transaction.** An "excess benefit transaction" means a transaction in which an economic benefit is provided, directly or indirectly, to or for the use of an "interested person," and the value of the economic benefit provided by the Corporation exceeds the value of the consideration received by the Corporation.

(b) **Interested Person.** An "interested person" means any Director or officer of the Corporation, and any member of a committee with Board-delegated powers, who has a direct or indirect "financial interest" in an "excess benefit transaction."

(c) **Financial Interest.** A person has a "financial interest" if the person has, directly or indirectly, an ownership or investment interest in any entity with which the Corporation has negotiated or is negotiating a transaction or arrangement or if the person has a compensation

arrangement with the Corporation or with any entity or individual with which the Corporation has negotiated or is negotiating a transaction or arrangement.

(d) **Disclosure Responsibility.** Immediately upon determining that a conflict of interest exists, the interested person shall disclose the existence and nature of the financial interest and all material facts to the Board. When such conflict of interest is relevant to a matter requiring action by the Board, or a committee with Board-delegated powers, the interested person shall call it to the attention of the Board (or its committee), and such person shall not vote on the matter.

(e) **Recusal Responsibility.** Moreover, a person having a conflict of interest shall retire from the room in which the Board (or its committee) is meeting on a matter on which the person has a conflict of interest and shall not participate in any deliberation or decision regarding the matter. The minutes of the meeting of the Board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion and vote and did not vote. The existence and resolution of the conflict shall be documented in the Corporation's records.

(f) **Board Responsibility.** When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board (or its committee).

(g) **Annual Disclosure by Directors.** Every year, members of the Board shall submit to the Chair of the Board a letter disclosing any direct or indirect benefits received by a Director from any outside party that has an Agreement to provide services or funding to the Corporation and any financial interest within the meaning of paragraph (c) above.

Section 9. Protection of Whistleblowers. Any person who has authority to take, direct others to take, recommend, or approve any personnel or contract action, shall not, with respect to such authority take or fail to take, or threaten to take or fail to take, a personnel or contract action with respect to any employee or volunteer or contractor of the Corporation or applicant therefor because of any disclosure of information by such person which such person reasonably believes evidences a violation of any law, rule, or regulation, fraudulent, in violation of any adopted policy of the Corporation or gross mismanagement, a gross waste of funds, an abuse of authority, or a substantial and specific danger to public health or safety, if such disclosure is not specifically prohibited by law. Such reported information shall be kept in confidence except as required for the Board of Directors and its appointed agents to investigate it. Any person with knowledge of a violation or circumvention or attempted violation or circumvention of this policy shall report it to the Board of Directors. The Chair of the Board is designated to administer this

policy and to report to the Board on its implementation. This policy shall be distributed to all directors, trustees, officers, employees, and volunteers, with instruments regarding how to comply with the procedures set forth in the policy.

ARTICLE V. COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the officers of the Corporation as indicated in Article VI, Section 1, plus one at-large member of the Board, selected by the Board. The Chair of the Corporation shall be the Chair of the Executive Committee, and the President/Chief Executive Officer shall serve without a vote. A majority of the members of the committee (including the President/Chief Executive Officer) shall constitute a quorum.

(a) **Meetings.** The Executive Committee shall meet as frequently as required. Meetings of the committee may be called on five (5)-days' notice by any available means of communication by the Chair or by any two members of the committee. Notice may be waived by a majority of the Executive Committee to hold a meeting at any time or to act by e-mail without a meeting. The Executive Committee shall cause minutes to be kept of its meetings and its e-mail actions, which minutes shall be submitted to the Board at its next succeeding meeting.

(b) **Charge.** The Executive Committee shall have and exercise, during the intervals between meetings of the Board, to the extent permitted by law, all the powers of the Board in the management and direction of the affairs of the Corporation. However, the Executive Committee may not alter the status of an affiliate. The Executive Committee shall, in general, effectuate the basic legislation of the Board.

Section 2. Standing Committees. The following shall be Standing Committees of the Corporation, reporting to the Board:

(a) **Administration Committee**

(b) **Affiliate Relations Committee**

- (c) **Program Committee**
- (d) **Marketing and Development Committee**
- (e) **Nominating and Board Development Committee**
- (f) **Personnel Committee**
- (g) **Public Policy Committee**
- (h) **Strategic Planning Committee**
- (i) **Additional Standing Committees.** Additional Standing Committees may be constituted from time-to-time by the Board for such purposes and having such responsibilities as the Board may specify. Any Standing Committee constituted under this section may be eliminated by the Board. The Chair of a Standing Committee shall be chosen among the existing Directors and, with the exception of the Strategic Planning Committee, shall become a Vice-Chair or Secretary/Treasurer of the Corporation upon nomination and election as required in Article VI.

Section 3. Election, Appointment, Terms of Office and Procedure of Committees. The term of office for all committees shall take effect at the conclusion of the Board meeting following the National Delegate Assembly.

(a) **Election of the Nominating and Board Development Committee.** Members of the Nominating and Board Development Committee shall be elected by the Membership at the National Delegate Assembly and shall serve the terms specified in Section 5 of this Article V.

(b) **Composition of the Personnel Committee.** The Personnel Committee shall consist of the Chair of the Board, the Chair-Elect of the Board, the Immediate Past Chair of the Board, and the Secretary/Treasurer. The terms of members shall coincide with their service in such offices.

(c) **Appointment of Other Committees.** Members of committees, other than the Chair, shall be appointed by the incoming Chair of the Board. Except as otherwise provided in these Bylaws, committees are limited to 18 members.

(d) **Quorum and Acting Majority.** A majority of the members of each committee shall constitute a quorum, and the act of a majority of those present at a meeting of such committee at which a quorum is present shall constitute the act of the committee, except that in the case of the Nominating and Board Development Committee and Personnel Committee, only the act of a majority of the entire committee shall constitute the act of such committee.

(f) **Committee Meetings.** Meetings of a committee shall be called on at least five (5) days' notice by mail, fax or e-mail by its Chair or by the Chair of the Board or by any two Members of such committee.

(g) **Term and Attendance Requirement.** Each committee member shall hold office for approximately one year, until the end of the next National Delegate Assembly in the following year. But any committee member who misses two consecutive committee meetings will automatically be dropped from the committee unless the committee, or, on appeal by the former committee member, the Board, votes that the committee member be retained as a committee member because his/her absence was due to extenuating circumstances.

Section 4. Administration Committee. The Administration Committee shall consist of up to eight members appointed by the incoming Chair of the Board, including the Secretary/Treasurer of the Corporation, who shall act as Chair of the Committee. A majority of the members of the committee must be Directors of the Corporation. The members of the Administration Committee, in general, serve the Board as policy specialists on general management, personnel, budget review and financial control. The Administration Committee is charged with:

- (a) Considering policies improving the budget process;
- (b) Considering policies controlling the expenditures of the Corporation's offices;
- (c) Considering policies financing the expenses of the Corporation's offices;
- (d) Considering policies regarding training and employee benefits;
- (e) Interviewing and recommending Board engagement and discharge of auditors and investment advisors;

- (f) Arranging for and recommending Board approval or disapproval of the audit of the financial statements of the Corporation;
- (g) Monitoring long-range trends; and
- (h) Monitoring the fiscal and accounting rules and regulations which should apply to the conduct of the Corporation's financial operations, investment policies and practices.

Section 5. Nominating and Board Development Committee. The Nominating and Board Development Committee shall consist of a Chair and six individuals, who should be generally representative of the Corporation's geographic, demographic, and culturally and linguistically diverse composition. Committee members shall be elected for two-year terms by the Membership at the National Delegate Assembly, with one-half thereof or as near to one-half thereof as possible to be elected each year. No member of the Nominating and Board Development Committee may serve two successive terms.

(a) **Nominations.** Nominations for membership on the Nominating and Board Development Committee shall be made by the Nominating and Board Development Committee and submitted to the National Delegate Assembly with the official notice of the National Delegate Assembly meeting. In addition, nominations may be submitted to the Corporation by action of five or more Members of record from affiliates in at least five different states no later than thirty (30) days prior to the National Delegate Assembly meeting, which nomination shall be placed in nomination if the nominee has consented in writing to be nominated. The National Delegate Assembly must then vote on nominees separately in order to determine the highest vote totals among all of the nominees and constitute the committee accordingly.

(b) **Chair.** The chair of the Nominating and Board Development Committee shall be the Immediate Past Chair of the Board, or, if such person is unable or unwilling to serve, another retiring Board member appointed by the Chair of the Board.

(c) **Charge.** The Nominating and Board Development Committee is charged with nominating persons for election as (1) Directors; (2) officers; and (3) members of the Nominating and Board Development Committee. The Committee shall also be responsible for: (4) orienting new members to the Board; (5) conducting an annual Board self-evaluation; and (6) all other matters related to Board development.

Section 6. Personnel Committee. The Personnel Committee shall have the responsibility for proposing evaluations of and salary adjustments for the President/Chief Executive Officer of

the Corporation to the Board and reviewing the Corporation's personnel policies and salary administration plan and recommending any changes to the Board. The Personnel Committee shall also serve as an ethics committee, studying any ethical matters or issues presented to it by the Board as a whole, or by any individual Board member or by any senior member of the staff management team and either resolving the matter or issue in question and issuing a statement outlining the rationale for the decision or submitting a recommendation for resolution to the Board.

In addition, the committee shall act as a consultant to the President/Chief Executive Officer in the management of the Corporation's employees. The Chair of the Board shall chair the Personnel Committee.

Section 7. Affiliate Relations Committee. The Affiliate Relations Committee is charged with:

- (a) Making recommendations to the Board relating to the status and affiliation fees of affiliates of the Corporation;
- (b) Overseeing the evaluation of the affiliates with reference to their adherence to the vision, mission, values, purposes, goals, standards, policies, programs and procedures of the Corporation;
- (c) Providing or coordinating integrated and coordinated guidance and technical assistance that will enhance the organizational, financial and program development of the affiliates;
- (d) Ensuring communication, on a regular basis, with the affiliates and informing them of events, activities and other pertinent information relating to the Corporation's programs and offices;
- (e) Participating in planning and monitoring all training activities conducted for the affiliates.

Section 8. Marketing and Development Committee. The Marketing and Development Committee is charged with:

- (a) Developing, recommending to the Board, maintaining, promoting and monitoring a comprehensive media relations and image development strategy for the Corporation;
- (b) Developing and disseminating, to the general public and to specific populations, current information on mental health and substance use issues;

- (c) **Supporting the communication services of the various departments within the Corporation's offices;**
- (d) **Providing leadership, training and technical assistance on all communication matters to the affiliates.**
- (e) **Developing and securing Board approval for broad-based annual and long-term fund raising efforts that provide the Corporation with the necessary resources to accomplish the mission of the entire organization.**
- (f) **Strengthening the leadership for national fund raising through the Board and assisting the Nominating and Board Development Committee, the Chair and the Leadership Council in recruiting strong leaders with an interest in resource development;**
- (g) **Recommending a comprehensive procedure and set of techniques for the development and implementation of continuing and new special events;**
- (h) **Creating and recommending a network of technical assistance programs to support the affiliates in initiating, expanding, improving and maintaining broad-based fund raising plans patterned after the nationally developed approach;**
- (i) **Coordinating and cooperating with other committees of the Board to develop appropriate training, materials, and opportunities that will allow affiliate volunteers and staff to carry out resource development efforts;**
- (j) **Developing and recommending a systematic program for corporate and foundation contributions including without limitation in-kind contributions in support of advocacy and service programs conducted in recognition of the budget cycles of corporations and foundations as part of an orderly continuation of support, in addition to annual or program grants; and**
- (k) **Developing and recommending a comprehensive process to expand the base of funding by developing individually targeted case statements to appeal to the interests of specific groups.**

Section 9. Public Policy Committee. The Public Policy Committee is charged to provide leadership in public policy so as to bring about effective treatment and rehabilitation of persons with mental and substance use conditions, to ensure the rights of persons with mental and substance use conditions, to improve prevention of mental and substance use conditions, and to promote wellness, recovery and mental health. More specifically, these duties include:

- (a) **Developing and recommending amendment of public policies and presenting an annual legislative goals agenda to the Board for approval;**
- (b) **Ensuring a focus on the issues of those without voices on the Board, such as children or the homeless;**

- (c) **Advising Corporation staff and the Board concerning the Corporation's federal legislative program;**
- (d) **Supporting and assisting Corporation staff in working with federal legislators and federal government administrative agencies;**
- (e) **Supporting and assisting Corporation staff in working with other national mental health and disability organizations and the affiliate network in coalitions;**
- (f) **Advising Corporation staff and the Board concerning training of affiliates in matters pertaining to governmental liaison at state and local levels;**
- (g) **Assisting Corporation staff in providing information on a regular and timely basis to affiliates on governmental affairs issues; and**
- (h) **Insuring that the Corporation's litigation is supportive of its public policy goals.**

Section 10. Strategic Planning Committee. The Strategic Planning Committee is convened every three years and charged with:

- (a) **Developing a revised strategic plan and**
- (b) **Securing Board approval of revisions.**

Section 11. Ad Hoc Committees. Committees other than the Standing Committees may be constituted, from time to time, by the Board for the purpose of performing specific functions outside the scope of the Standing Committees. The Chair shall determine the size of such ad hoc committees and the terms of their existence, and shall appoint the members and the chairs thereof. The majority of the members of each ad hoc committee shall constitute a quorum, and the act of a majority of those present at a meeting of such committee at which a quorum is present shall constitute the act of the committee.

Section 12. Program Committee. The Program Committee is an ad-hoc committee. The committee is charged in providing leadership in the development of materials and programs to engage the wide array of populations served by the Corporation and its affiliate network. More specifically, these duties include:

- (a) **Creating a system of accountability to monitor the Corporation's progress in creating and implementing multifaceted, holistic programs;**
- (b) **Supporting and monitoring awareness, engagement, and education program strategies and policies at the Corporation's offices;**
- (c) **Supporting the program strategies and policies of affiliates;**

- (d) Promoting greater collaboration with diverse and multifaceted organizations;
- (e) Monitoring the trends and impact of the Corporation's program initiatives.

Section 13. Leadership Council. There shall be established a Leadership Council, appointed by the incoming Board Chair and serving at the pleasure of the incumbent Board Chair, which shall consist of persons committed to raising money and establishing connections on behalf of the Corporation. The Leadership Council shall meet in person at least once a year and by teleconference as set by the council chair, using subcommittees as needed, at the discretion of the council chair. The Leadership Council shall use e-mail and casual communication to keep contact in between. There shall be no limit on the number of members of the Leadership Council and no quorum requirement for its meetings. The Leadership Council reports all fundraising initiatives to the Vice-President, Resource Development and develops fundraising strategies with him or her; coordinates with the Development and Marketing Committee; and advises the Board and the committee on fundraising strategies.

Section 14. Advisory Councils. At the discretion of the incoming Chair, an advisory council may be established and appointed to focus on a single issue and report to the Membership on its deliberations at the Annual Meeting before the National Delegate Assembly. Only one such advisory council may be convened at any time, and the membership shall be limited to 30 persons, with a 20% quorum requirement. The advisory council shall meet in person at least once a year and by teleconference as set by the council chair, using subcommittees as needed, at the discretion of the council chair. The advisory council shall use e-mail and casual communication to keep contact in between. This allows the Corporation to convene a "think tank" of eminent scientists and experts as well as grass roots consumers, families and advocates who may not want to participate in the governance aspect of the Board but still have a wealth of advice and information that could assist the staff and the Board and committees.

ARTICLE VI. OFFICERS

Section 1. General. The officers of the Corporation shall be a Chair, a Chair-Elect, Vice-Chairs as specified in Section 2 of Article V, a Secretary/Treasurer, and the Immediate Past Chair. In addition, an Assistant Secretary/Treasurer may be elected by the Board for the purpose of acting on behalf of the Corporation in accordance with the authority vested in him/her by the Board but for no other purpose. The President/CEO by virtue of his/her position shall also be an officer of the Corporation in accordance with the authority vested in him/her by the Board. He/she shall be selected for the position as provided in Section 7 of this Article of the Bylaws. No more than one staff member of an affiliate shall be eligible to serve as an officer of the Corporation at the same time.

Section 2. Nomination of Officers. Nomination of officers shall be made by the Nominating and Board Development Committee which shall submit its report to the Board not later than sixty (60) days in advance of the National Delegate Assembly meeting so that it can be distributed to the Membership for its information at least thirty (30) days before the meeting. Written consent by the nominees must be submitted with the nominations. Nomination of officers may not be made by Members or from the floor.

Section 3. Election and Term of Office. The officers shall be elected by the Board from the slate presented by the Nominating and Board Development Committee at a special meeting called for that purpose immediately upon conclusion of the National Delegate Assembly meeting. A person elected to an officer position must be a member of the Board or elected to the Board by the National Delegate Assembly immediately preceding the Board meeting during which officers are elected. Terms of office shall take effect at the conclusion of the Board Meeting held in conjunction with the National Delegate Assembly. Vacancies may be filled at any meeting of the Board, provided notice thereof has been given. Each officer shall hold office for a term of one year, may be re-elected for up to one additional one-year term at the discretion of the Board, and shall serve until his/her successor begins his/her term of office, or until his/her death, resignation, or removal.

Section 4. Chair of the Board. The Chair shall be the principal representative of and spokesperson for the Corporation; shall be responsible for stimulating public understanding and support for the programs of the Corporation; shall assist in enlisting national leadership for the mental health movement; and shall perform such other and additional duties as may be assigned to him/her from time to time by the Board. He/She shall preside at all meetings of the Corporation and at all meetings of the Board. He/She shall act as chair of the Executive Committee and shall be a member of all committees. The Chair shall also execute all formal documents authorized by the Board, except in cases where other persons have been expressly designated by the Board.

Section 5. Chair-Elect of the Board. The Chair-Elect of the Board shall be an officer of the Corporation and a member of the Executive Committee and shall exercise the powers of the Chair in the event of his/her absence or disability. The Chair-Elect shall become Chair at the termination of the incumbency (including reelection for an additional one-year term of office) of the existing Chair, and if the Chair-Elect is serving in that position in his/her sixth year as a Member of the Board, he/she shall be eligible to serve on the Board for the duration of his/her service as Chair-Elect, Chair and Immediate Past Chair.

Section 6. Secretary/Treasurer. The Secretary/Treasurer shall attend and keep the minutes of all meetings of the Board and of the Corporation, and shall attend to the giving and serving of all notices of the Corporation. He/She shall also keep a recording containing the names, alphabetically arranged, of all Members of the Corporation, showing their address, telephone, fax number and e-mail address. He/She shall oversee the management and investment of the funds of the Corporation as directed by the Board, and shall submit such other reports and accounts of the financial condition of the Corporation as may from time to time be requested by the Board; shall serve as Chair of the Administration Committee, and shall perform such other duties as are incident to the office; and shall have such other powers and perform such other duties as the Board may from time to time determine. At the request of the Secretary/Treasurer, an Assistant Secretary/Treasurer may be appointed to perform such duties as specifically designated. The performance of any duties of the Secretary/Treasurer by an Assistant Secretary/Treasurer shall be conclusive evidence of his/her power to act.

Section 7. President/Chief Executive Officer. The President/Chief Executive Officer shall be the Chief Executive and Administrative Officer of the Corporation, and shall be employed by and responsible to the Board and serve for such compensation and for such period of time as may be mutually agreed upon. He/She shall be charged with the overall general management of the Corporation, the direction of the Corporation's offices, and the development and supervision of relationships with affiliates. He/She shall report to the Board. The President/Chief Executive Officer shall be responsible for:

(a) Giving leadership to the organization and operation of the Corporation's offices, developing both short- and long-range objectives, plans and policies for approval of the Board, and implementing and maintaining approved policies;

(b) Coordinating and directing the administrative activities of the departments of the Corporation's offices, and aiding in the preparation of financial, operating and informational reports for the Board with respect to the effectiveness and progress of policies and plans;

(c) Selecting and appraising the performance of the Corporation's staff;

(d) Representing the Corporation in coordinating its efforts with other national associations or agencies regarding the scope of joint undertakings, public relations, fund raising and operations;

(e) **Representing the Corporation in contacts with affiliates;**

(f) **Making and executing contracts in the ordinary course of business of the Corporation, and executing all such other contracts, obligations and instruments for and in the name of the Corporation as the Board may authorize; and**

(g) **Maintaining effective relationships between the Corporation and governmental, professional, and related lay groups, and with affiliates at state and local levels.**

(h) **The President/Chief Executive Officer shall also be responsible for the formulation of the budget for the operation of the Corporation and shall consult with the Secretary/Treasurer and Administration Committee with respect thereto. He/She shall have control of the Corporation's expenditures within the approved budget.**

Section 8. Compensation. The salary of the President/Chief Executive Officer shall be fixed by the Board. No other officer, as such, except Assistant Secretaries/Treasurers (who may be staff members) shall receive a salary; nor shall any officer receive any compensation from the Corporation in any other capacity except as otherwise provided by these Bylaws, or upon the concurring vote of two-thirds of the Directors. Salaries or other compensation for services for all persons other than himself/herself shall be fixed by the President/Chief Executive Officer, in accordance with salary scales approved by the Board.

Section 9. Removal. Any Director and any officer elected by the Directors shall be subject to removal by the Directors at any time, for cause. In case of the absence or inability to act of any officer or agent of the Corporation, the Board may, without removal, delegate the powers and duties of such officer or agent to any other officer, agent or suitable person selected by the Board for such period as the Board may deem proper.

ARTICLE VII. MEETINGS

Section 1. Annual Meeting of the Members of the Corporation. There shall be an annual meeting of the Members of the Corporation, called the National Delegate Assembly. The National Delegate Assembly shall meet every year, generally between March 1st and June 30th, on a date and at a time and place decided by the Board. At such meeting, it shall conduct the business of the Membership, as provided in Article II of these Bylaws.

Section 2. Special Meetings of the Members of the Corporation. Special meetings of the Members of the Corporation may be called at any time by the Chair or by order of the Board. A special meeting of the Members of the Corporation shall be called upon written request of ten percent of the Members to the Secretary/Treasurer. Special meetings shall be held at the place specified in the call thereof. The purpose, time and place of such meetings shall be set forth in the notice thereof.

Section 3. Notice of Meetings of the Members of the Corporation. Notice of each meeting stating the time, place and purpose or purposes thereof shall be served personally or by mail upon each Member and also upon each affiliate, not less than thirty (30) nor more than forty (40) days before such meeting; and such notice shall be directed to each Member at the address as it appears on the records of the Secretary/Treasurer as provided in Paragraph (d) of Section 2 of Article II of these Bylaws, unless the individual or the presiding officer of the governing board shall have filed with the Secretary/Treasurer a written request that notices intended for him or her shall be sent to some other address, in which case it shall be sent to the address designated in such request.

Section 4. Quorum - Meetings of the Members of the Corporation. Under Article II, Section 1 of these Bylaws, the Directors and the presiding officers of the governing boards of local and state affiliates constitute the Members of the Corporation. At any meeting of the Members of the Corporation, ten percent of the Members or 100 Members, whichever is less, in person or by proxy, shall be a quorum for all purposes except as otherwise provided by law. In the absence of a quorum, the Members present, in person or by proxy, shall have the power to adjourn from time to time until a quorum is present, without further notice other than announcement at the meeting of the time and place of the adjourned meeting. If the meeting is adjourned for lack of a quorum, the existing officers and Directors shall continue to hold office until the National Delegate Assembly is convened and elects new Directors and the Board of Directors is convened and elects new officers.

Section 5. Voting - Meetings of the Members of the Corporation. Each Member of the Corporation shall be entitled to vote at all meetings of the Corporation, in accordance with the formula set forth in Paragraph (a) of Section 2 of Article II of these Bylaws. All proxies shall be in writing and filed with the Secretary/Treasurer of the Corporation prior to or at the meeting, in accordance with Paragraph (e) of Section 2 of Article II of these Bylaws. Except as otherwise expressly provided by law or these Bylaws, all questions shall be decided by a majority vote of Members present in person or by proxy.

Section 6. Annual Meeting of the Board of Directors. The Board of Directors shall hold a meeting each year following the Annual Delegate Assembly. At such meeting, the Board shall elect those officers and committees which are to be elected by the Board under these Bylaws. Notice shall be given to the affiliates and to the Members of such annual meetings of the Board.

Section 7. Other Board Meetings. The Board shall meet approximately quarterly, with one meeting being the annual meeting of the Board as described in Article VII, Section 6. Other meetings of the Board may be called at any time by the Chair, or upon the written request of at least one-quarter of the members of the Board.

Section 8. Notice of Meetings of the Board. Notice of each meeting of the Board, other than the annual meeting, stating the time and place thereof, shall be given to each Director by mailing, faxing or e-mailing the same to his/her last known address at least ten (10) days before the meeting. Notice may be waived by a unanimous vote of the Board or the Executive Committee acting on behalf of the Board to hold a meeting at any time or to act by e-mail without a meeting.

Section 9. Quorum - Board Meetings. At any meeting of the Board, a simple majority of the Directors in office shall constitute a quorum, but less than a quorum may adjourn such meeting from time to time until a quorum is present. Except as otherwise provided by law or in these Bylaws, any business may be transacted at any meeting of the Board at which a quorum is present, and any act of a majority of the Directors present at a meeting at which a quorum is present shall constitute an act of the Board.

Section 10. Participation by conference telephone or similar communications equipment. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VIII. FINANCE

Section 1. Authority to Receive Gifts. The Corporation may receive gifts, bequests, devises, legacies and donations for any purpose within the general scope of its corporate purposes and powers, and shall expend and administer such contributions for the purposes specified.

Section 2. Deposits and Investments. The funds of the Corporation shall be deposited in such banks or other financial institutions as may be designated by the Board, and such of these funds as may not be required for current needs may, subject to the limitations and conditions contained in any gift, devise or bequest, be invested in such mortgages, bonds, debentures, shares of preferred and common stocks and other securities, and in such other manner as the Board may direct in conformity with the law. However, no purchase, sale, mortgage or lease of real property shall be authorized by less than a majority of the entire Board. The Board shall prescribe suitable regulations for the purchase and sale of securities.

Section 3. Audit. Financial transactions of the Corporation and its books and accounts shall be audited once each year by a Certified Public Accountant, or a firm of Certified Public Accountants, approved by the Board.

Section 4. Checks. All checks, drafts and orders for the payment of money for the Corporation shall be signed by such officers and agents as the Board may specify by resolution.

Section 5. Voting Upon Securities. Unless otherwise ordered by the Board, the Chair shall have full power and authority on behalf of the Corporation to vote, either in person or by proxy, at any meeting of stockholders of any corporation in which the Corporation may hold stock; and at any such meetings may exercise any and all of the rights and powers incident to the ownership of such stock which, as the owner thereof, the Corporation might have exercised. The Board may confer like power upon any other person or persons from time to time and may revoke any such powers at its pleasure.

Section 6. Transfer of Securities. Any person or persons designated by the Board shall have authority to execute such form of transfer and assignment as may be necessary or advisable to effect for corporate purposes the transfer of stocks or other securities of the Corporation.

Section 7. Bond. The Board may require the Secretary/Treasurer, any Assistant Secretary/Treasurer, or any other officer, agent or employee of the Corporation to give a bond for the faithful discharge of his/her duties in such amount and with such surety or sureties as it shall determine and may pay the cost thereof.

ARTICLE IX. MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall commence the first day of January of each year and end on the thirty-first day of December of the same year.

Section 2. Waiver of Notice. Any notice required to be given by these Bylaws may be waived in writing by all of the persons entitled thereto.

Section 3. Seal. The corporate seal of the Corporation shall consist of a flat-faced circular die with the name of the Corporation in a circle and the year 1909 in the center.

Section 4. Annual Report. The Board of Directors shall present to the Members of the National Delegate Assembly of the Corporation the report of the Corporation's auditors concerning the Corporation's financial statements, together with the statements for the past fiscal year, which report shall be filed with the records of the Corporation.

Section 5. Parliamentary Procedure. Except where inconsistent with these Bylaws or the laws of the State of New York, Robert's Rules of Order (newly revised) shall govern the conduct of the meetings of the Members and Directors and the committees of the Corporation.

ARTICLE X. DISSOLUTION

The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed to, the members of the Corporation. The Corporation may be dissolved by a four-fifths vote of the Membership, meeting in a regular or special session of the National Delegate Assembly. In the case of dissolution, any funds and assets remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board in accordance with the laws of the state of New York.

ARTICLE XI. AMENDMENTS

Section 1. Amendments. At any meeting of the Board of Directors, these Bylaws may be altered, amended or repealed by a two-thirds majority vote of the Directors present at the meeting, provided that the notice of the meeting sets forth the proposed alteration, amendment or repeal. Notice of such meetings shall be served personally or by mail, fax or e-mail on all Directors, not less than thirty (30) days before such meeting. Changes in the Bylaws may be proposed by a recommendation in writing to the Board by any ten Members of record. The Membership also has the inherent power to modify the Bylaws, but must do so by a two-thirds majority vote of the Members present at the meeting, provided that the notice of the meeting sets forth the proposed alteration, amendment or repeal.

***Approved by the MHA Board of Directors on Saturday, March 7, 2020.**