

## *National Association of County Behavioral Health & Developmental Disability Directors*

### **BY-LAWS**

*Updated February 2012*

#### **ARTICLE I NAME, SEAL AND OFFICERS**

**Section 1.01 Name.** The name of the Corporation is the *National Association of County Behavioral Health and Developmental Disability Directors (NACBHDD)*. NACBHDD is an affiliate of the *National Association of Counties (NACo)*.

**Section 1.02 Purpose.** The Corporation has been organized as a nonprofit corporation under the District of Columbia Nonprofit Corporation Act to operate exclusively for charitable, educational, and scientific purposes as more fully set forth in its Articles of Incorporation.

The purpose of the Association shall be:

- (a) To improve the delivery of county/local based mental health, substance abuse and developmental disability services and practices throughout the United States;
- (b) To synthesize on a national level, information on county/local based mental health, substance abuse and developmental disability services in order to facilitate and guide public policy development at the local, state and national levels;
- (c) To provide a vehicle for communication, education and advocacy to members of congress, congressional committees and relevant federal and state agencies;
- (d) To convene meetings of local, state, federal and other NACo affiliates and their officers to facilitate dialogue regarding emerging public policy issues;
- (e) To provide a vehicle for communication and partnerships with relevant national organizations involved in publicly funded behavioral healthcare services;
- (f) To provide ongoing national forums for leaders of county/local based public mental health, substance abuse and developmental disability systems;
- (g) To strengthen the bonds between directors of county/local mental health, substance abuse and developmental disability programs and elected county commissions and other county officials;
- (h) To provide training and support to its members in their efforts to deal with state administrations and state legislatures;
- (i) To promote citizen and consumer involvement, understanding and support for the programs and practices of its members; and
- (j) To participate in the formulation of and to advocate for the official policies of the *National Association of Counties* when appropriate.

**Section 1.03 Seal.** The seal of the Corporation shall be circular in design with the name of the Corporation inscribed around the circumference and bearing the words "Incorporated 1998 District of Columbia" or the equivalent.

**Section 1.04 Offices.** The principal office of the Corporation shall be in the United

States at such place within Washington, D.C. or elsewhere as the Board of Directors may from time to time designate. The Corporation shall continuously maintain a registered office and a registered agent at such office in the District of Columbia.

**Section 1.05 Name Use.** The use of the *NACBHDD* name for special events, conferences, or fund raising by state, county, or non-profit groups is prohibited unless approved by the Executive Committee.

## **ARTICLE II MEMBERS**

### **Section 2.01 Qualifications.**

(a) There shall be three classes of members of the Corporation: Organizational, Associate and Emeritus. Organizational members shall be county and/or other local behavioral health and/or developmental disability authorities and state associations representing these entities or designated representatives of county/local public sector systems of behavioral health care and/or developmental disabilities or state associations representing such organizations. Associate members shall be individuals and organizations not eligible for organizational membership. Emeritus members shall be those individuals who formerly served as organizational members in good standing. Organizational members shall each have one vote on such voting matters as called for by the By-Laws of the Corporation. Associate and Emeritus Members shall be non-voting members. Membership is conditioned upon dues being paid in full no later than June 30th of each fiscal year for existing members or at such date as approved by the Board. Dues for new members shall be paid according to procedures adopted by the Board of Directors.

(b) Applications for membership shall be made in a manner prescribed by and be subject to the approval of the Board of Directors or membership committee thereof.

### **Section 2.02 Meetings.**

(a) Two meetings will be held each year. The first, a legislative meeting, will be held in Washington at a time consistent with the annual legislative conference of NACo. The Annual Meeting will be held on a date and at a location determined by the Board of Directors.

(b) Special meetings of the members may be called by the Board of Directors or by petition of at least 25 members in good standing presented to the President of the Board or an officer of the Corporation.

(c) By resolution, the Board of Directors may prescribe the time and place of special meetings and change the time and place of the regular annual meeting. Either such meeting may be held either within or without the District of Columbia.

### **Section 2.03 Notice.**

(a) Notice of the time and place of any special meetings of members and any change of time or place of any regular meetings of members shall be given to all members 30 days prior to the date scheduled for such meeting using first class mail or email.

(b) Notice for the membership meetings shall occur through the conference brochure, first class mail or email to each member entitled to notice of any meeting of members.

Notice by mail shall be deemed given when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any member may waive notice of any meeting. Attendance shall constitute a waiver of notice by each member so attending, except where the member attends for the express purpose of objecting to the lack of proper notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

**Section 2.04 Quorum.** Following the transmittal of notice pursuant to Section 2.03 above, members present at a meeting shall constitute a quorum for the purpose of transacting business at such meeting, provided at least three members are so present.

**Section 2.05 Voting.** The vote of a majority of members present at any meeting at which a quorum is present shall be an act of the membership on all matters that may properly come before the members.

**Section 2.06 Resignation and Removal.** Any member may resign at any time by giving written notice to the President or Secretary. Any member may be removed by the Board for failure to comply with the requirements of membership that may be established from time to time by resolution of the Board of Directors.

### **ARTICLE III BOARD OF DIRECTORS**

**Section 3.01 Authority of the Directors.** The property, affairs, business and activities of the Corporation shall be managed by the Directors who, as the Board of Directors, shall possess and may exercise all the powers and authority granted to the Corporation by law and by the Articles of Incorporation, subject, however, to the limitations set forth in the Articles.

**Section 3.02 Number of Directors; Qualifications.** The number of Directors shall be determined by the number of states with *NACBHDD* members. Each state having three or more active members of *NACBHDD* shall have a member or members to represent them on the Board of Directors. Selection of membership to the Board of Directors shall be the responsibility of each state in a manner acceptable to the active *NACBHDD* members of each respective state. To the extent feasible and consistent with the organization of services and associations in the member state, the members selected should have responsibility for mental health, substance abuse and/or developmental disability services. In the event of disagreement regarding Board representation, the final decision shall be made by vote of the *NACBHDD* Board of Directors. The Board of Directors shall not have more than three representatives from any state except those states from which the President, Past President and Vice-President are residents. These states shall be limited to three directors and the President, Past President or Vice-President. Each such number may be increased or decreased by amendment of these Bylaws, provided that (a) the number of directors shall never be less than three, and (b) an amendment reducing the number shall not have the effect of shortening the term of any Director in office at the time such an amendment becomes effective.

Directors need not be residents of the District of Columbia. Additionally, past members of *NACBHDD* shall be eligible to apply to the Board of Directors for nonvoting Emeritus membership. Emeritus members are expected to enhance the ability of the Association to fulfill its purpose. Requests for an Emeritus member's participation in a project shall come from the Board of Directors. When participating in a project, reimbursement of reasonable per diem expenses shall be considered by the Board. Emeritus members shall be encouraged to participate in appropriate *NACBHDD* functions. The Board shall have the right to invite an Emeritus member to participate in Board meetings as an Ad-hoc member. Upon appointment, each Emeritus member shall be required to sign a conflict of interest pledge with a statement that the member shall disclose any conflicts of interest and keep the best interests of the organization in mind. This shall be reviewed and updated annually by the Board.

**Section 3.03 Terms of Office.** Directors shall serve for three-year terms expiring at the close of the annual meeting in the third year following such selection. The three directors from each state shall serve staggered terms.

**Section 3.04 Continuation in Office.** After the expiration of the term for which he or she was selected, a Director who is not reselected shall, unless he or she sooner resigns or is removed, continue to hold office until his or her successor is selected.

**Section 3.05 Vacancies.** A vacancy existing by reason of the resignation, death, incapacity, or removal of a Director before the expiration of his or her term shall be filled by designation from the members from that state. A director so selected shall serve for the remainder of the predecessor's term.

**Section 3.06 Resignation.** A Director may resign at any time by giving written notice of resignation to the President or Secretary of the Board. A resignation shall take effect at the time received unless another time is specified in such notice. Unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

**Section 3.07 Removal.** A Director may be removed for cause by a two-thirds majority vote of the Directors.

**Section 3.08 President and Vice-President.** The President shall, if present, preside at all meetings of the Board of Directors and members. In the absence of the President, the Vice-President may preside at such meetings. In the absence of both, the Past-President shall preside.

**Section 3.09 Committees.** The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees composed of at least two (2) members of the Board. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient

management of the property, affairs, business and activities of the Corporation; provided that the Board shall not delegate to any committee authority to: (a) acquire or dispose of real estate; (b) elect or remove the President, the Vice-President, the Secretary and the Treasurer; or, (c) amend the Bylaws.

**Section 3.10 Executive Committee.** There shall be an Executive Committee of the Board of Directors. This committee shall be composed of the President, Vice-President, Secretary, Treasurer, immediate Past-President, and the Chair for both the Medicaid Committee and the State Association Directors Committee. Chairs of all standing committees shall make regular reports to the Executive Committee. The responsibilities of the Executive Committee shall be to plan the activities of the Board and carry out the work of the Board between regularly scheduled meetings of the Board.

#### **ARTICLE IV MEETINGS OF DIRECTORS**

**Section 4.01 Place of Meetings.** Meetings of the Board of Directors may be held at such places, within or outside the District of Columbia, as the Board may from time to time determine or, in the absence of such determination, as the person or persons calling a meeting may, specify. Special meetings may be held by telephone conference call in which all Directors participating in such meeting are able to communicate to one another.

**Section 4.02 Annual Meeting.** There shall be an annual meeting of the Board of Directors to make arrangements for management of the affairs of the Corporation for the following year, including the election of officers, and to conduct such other business as may be appropriate. The annual meeting shall be held on such date and at such time as may be determined by the Board or, in the absence of such determination, by the President, or, if neither of them acts, by two or more of the Directors.

**Section 4.03 Regular Meeting.** The Board of Directors may by resolution establish a schedule of regular meetings of the Board.

**Section 4.04 Special Meeting.** Special meetings of the Board of Directors shall be held whenever called by the President or by two or more of the Directors.

**Section 4.05 Notice; Waiver of Notice.** Notice of each meeting of the Board of Directors, specifying the date, time and place thereof, shall be e-mailed or mailed on or before the 10th day before the meeting. Notice of any meeting of the Board may be waived by a Director in writing either before or after the holding of such meetings, and shall be deemed waived by the Director's attendance at a meeting unless the Director signifies at such meeting that the Director's attendance is for the purpose of objecting thereto on the ground that the meeting was not lawfully called or convened.

**Section 4.06 Quorum; Adjournment.** To constitute a quorum for the transaction of business at any meeting of the Board of Directors the members present at a meeting shall constitute such a quorum for the purpose of transacting business at such a

meeting provided that: (a) if there are three (3) or less in office, the presence of all of them shall be necessary; and (b) if there are less than three (3) in office, the remaining Directors or Director shall constitute a quorum solely for the purpose of filling a vacancy or vacancies in order to have three (3) Directors in office who may then proceed with the transaction of all business including the filling of further vacancies. In the absence of a quorum, any meeting may be adjourned from time to time by the vote of a majority of the Directors present thereat, but no other business may be transacted. No notice need be given of the adjourned meeting otherwise than by announcement at the meeting at which such adjournment is taken. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed. The Directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum.

**Section 4.07 Majority Vote; Voting.** Except as otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws, the acts of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present shall be the acts of the Board; provided that:

- (a) A Director whose term expires at the close of an annual meeting shall, unless he or she sooner resigns or is removed, be considered for quorum purposes as holding office and be eligible to vote on all matters until the close of such meeting or, if his or her successor (whether such Director or another person) is not elected at such meeting, until the close of the meeting at which, or the completion of the action in writing pursuant to Section 4.09 by which, his successor is elected;
- (b) Unless otherwise required by law, no vote at a meeting need be by written ballot; and
- (c) A Director may not be represented or vote by proxy.

**Section 4.08 Committee Meetings.** Meetings of any committee shall, to the extent not otherwise specified in the resolution of the Board of Directors establishing such committee, be conducted in accordance with procedures established by such committee.

**Section 4.09 Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting, provided all Board or committee members are provided advance notification of the proposed action. Action may be taken through mail, e-mail, or conference call. Actions by the Board of Directors pertaining to: (a) acquiring or disposing of real estate; (b) electing or removing any officer of the corporation; or, (c) amending the Bylaws shall require consents, in writing, setting forth the action so taken. Such written consents (which may be in one instrument or several instruments) shall be filed with the minutes of proceedings of the Board or such committee, or a certificate of the Secretary as to the receipt of such consents shall be so filed. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee, as the case may be.

**Section 4.10 Emergency Provision.** Anything in these Bylaws to the contrary notwithstanding, in the event of a national catastrophe and during an emergency period following such a catastrophe, a majority of the surviving members of the Board of Directors who have not been rendered incapable of acting or attending shall constitute a quorum.

## **ARTICLE V OFFICERS**

**Section 5.01 Officers.** The officers of the Corporation shall be: President, Vice-President, Secretary, and Treasurer and such other officers as the Board of Directors may designate.

**Section 5.02 Election of Officers; Terms of Office.** Officers shall be elected by the Board of Directors. The Board, at its annual meeting, shall elect, the Vice-President, the Secretary and the Treasurer for a one-year term, which can be renewed for a second year at the election of the incumbent office holder. the Vice-President shall become President when the office of President is vacated, at the end of a one or two year term. Likewise, the President shall become Past-President for the succeeding one or two year term. All terms of office shall begin January 1 and end December 31 . Each officer shall hold office until the expiration of his or her term and until his or her successor shall have been duly appointed or until he or she shall resign or be removed.

**Section 5.03 Nominations.** Nominations for the elected officers shall be made by a Nominating Committee composed of five active members of the Association appointed by the Vice-President.

*Revised 2-23-12*

**Section 5.04 Resignation.** An Officer may resign at any time by giving written notice of his or her resignation to the President or the Secretary. Any such resignation shall take effect at the time received unless another time is specified in such notice. Unless otherwise specified in such notice, the acceptance thereof shall not be necessary to make it effective.

**Section 5.05 Vacancies.** If an Officer position becomes vacant, for any reason, prior to expiration of their term, the position shall be filled in the following manner:

- President -shall be filled by the Vice-President.
- Vice-President -shall be appointed by the Executive Committee, subject to approval of the Board of Directors.
- Secretary -shall be appointed by the Executive Committee, subject to approval of the Board of Directors.
- Treasurer -shall be appointed by the Executive Committee, subject to approval of the Board of Directors.
- Past-President -shall be filled by the most recent Past-President that remains a member in good standing of *NACBHDD*.

**Section 5.06 Removal.** The Board of Directors may remove an officer at a meeting or by action in writing pursuant to Section 4.09, whenever in the Board's judgment the best

interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed. This position shall be subsequently filled in accordance with Article V, Section 5.05.

## **ARTICLE VI DUTIES OF OFFICERS**

**Section 6.01 President.** The President shall be the chief presiding officer of the Corporation, subject to the direction and control of the Board of Directors. He or she may sign and execute, in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation. In general, he or she shall perform all duties incident to the office of the chief presiding officer of the Corporation, and such other duties as from time to time may be assigned to him or her by the Board of Directors. The President shall preside at all meetings of the Board of Directors and the members. In the absence of the President, the Vice-President shall preside at such meetings. In the absence of both, the Secretary or some board member designated by the President shall preside at such meetings. The President shall be the official representative of the organization to Board of Directors of NACo. With the concurrence of the Board of Directors, the President may delegate his or her operational responsibilities to staff or consultants duly employed by the Board of Directors.

**Section 6.02 Vice-President.** The Vice-President shall perform the duties of the President in the event of the absence or other circumstances that prohibit the President from performing his or her duties. The Vice-President shall assume the office of President upon the expiration of the President's term of office.

**Section 6.03 Secretary. The Secretary shall:**

- (a) Certify and keep at the principal office of the Corporation the original or copy of its Bylaws as amended to date;
- (b) Keep at the principal office of the Corporation, or at such other place as the Board of Directors may order, a book of minutes of all proceedings of the Board, whether annual, regular or special;
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (d) Be custodian of the records and of the seal of the Corporation and see that it is engraved, lithographed, printed, stamped, impressed upon, or affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized;
- (e) See that the books, reports, statements, and all other documents and records required by law are properly kept and filed;
- (f) Exhibit at all reasonable times to any Director, upon request, the Bylaws and minutes of proceedings of the Board of Directors; and,
- (g) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors or the

President.

**Section 6.04 Treasurer.** The Treasurer shall:

- (a) Give a bond for the faithful discharge of his or her duties in such sum, and with such sureties, as the Board or the President shall require;
- (b) Have charge and custody of and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation, in such banks, trust companies, or other depositories as shall be selected by the Board;
- (c) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus;
- (d) Exhibit the books of account and records to any Director, upon request, during business hours at the office of the Corporation where such books and records are kept;
- (e) Render, upon request, a statement of the condition of the finances of the Corporation at all meetings of the Board of Directors, and render a full financial report at the annual meetings of the Board;
- (f) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever; and,
- (g) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

**Section 6.05** The Duties of the President, the Vice-President, the Secretary and/or the Treasurer as enumerated in sections 6.01, 6.02, 6.03 and 6.04 may be delegated to staff or contract employees employed by the corporation as determined by the Board of Directors.

## **ARTICLE VII Executive Director**

**Section 7.01 Executive Leadership.** The Board of Directors is the governing body of NACBHDD and as such shall have, at its sole discretion, the authority to employ an Executive Director or enter into independent contract(s) with qualified professionals to carry out the work of the Board. The Executive Director shall be considered "at-will" and serve at the pleasure of the Board. The Executive Director is accountable for all organizational performance and exercises all authority transmitted into the organization by the Board.

## **ARTICLE VIII FINANCIAL ADMINISTRATION**

**Section 8.01 Fiscal Year.** The fiscal year of the Corporation shall begin on January 1st and end on December 31st, but may be changed by resolution of the Board of Directors.

**Section 8.02 Checks, Drafts, etc.** All checks, drafts, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of

the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 8.03 Deposits and Accounts.** All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be selected by any officer or officers or agent or agents of the Corporation to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money, which are, payable to the order of the Corporation may be endorsed, assigned and delivered by an officer or agent of the Corporation.

**Section 8.04 Corporate Records.** The Corporation shall keep at its principal place of business: (a) the original or duplicate record of the proceedings of the Board of Directors; (b) the original or copy of the Bylaws, including all amendments thereof to date, certified by the Secretary; and, (c) appropriate, correct and complete books and records of account.

**Section 8.05 Insurance.** The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, association, trust, partnership, joint venture, or other entity, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the law of the District of Columbia.

**Section 8.06 Independent Audit.** An independent financial audit shall be completed at least every four years if determined necessary by the Board of Directors. The Executive Committee shall serve as the Audit Committee, select the auditor and report the results of the audit to the Board of Directors.

## **ARTICLE IX AMENDMENT OF BYLAWS**

The Board of Directors may amend these Bylaws by:

- (a) Unanimous consent in writing without a meeting pursuant to Section 4.09; or,
- (b) The vote of a majority of the Directors present at a meeting of the Board, provided a 30 day notice of such meeting and the text of the amendment included in the notice.