

**BYLAWS OF THE
NATIONAL ASSOCIATION FOR CHILDREN'S BEHAVIORAL HEALTH**

ARTICLE I – NAME AND ADDRESS

Section 1: Name – This organization shall be known as the "National Association for Children's Behavioral Health," hereinafter referred to as the "Association."

Section 2: Address – The Board of Directors, at its discretion, establishes the location of the central office which shall be the official address of the Association. Regardless of the location of the headquarters, the Board of Directors shall ensure proper filings in the territory of incorporation: The District of Columbia.

ARTICLE II – PURPOSE

The purpose for which the Association is organized is to operate a business league and trade association, organized under the District of Columbia Nonprofit Corporation Act, to promote the availability and delivery of appropriate and relevant services to children, youth and families with, or at risk of, serious emotional or behavioral disturbances; and to improve the business conditions in the industry and advance the interests of the community by promoting and supporting standards, advocacy, educational programs, marketing and research designed to ensure the efficiency, effectiveness and accountability to children and families, to the public and to the funders of behavioral health services; and to accomplish such goals through lobbying and educational efforts.

The Association is organized as an exempt organization within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). The Association is not organized for profit and no part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of the purposes set forth in this Article II, upon dissolution or final liquidation, to make distributions as permitted by the District of Columbia Nonprofit Corporation Act.

ARTICLE III – MEMBERSHIP AND CLASSIFICATION

Section 1: Qualifications – Any person, firm, facility, organization, corporation, alliance, network, or other legal entity fulfilling the criteria for a Class of Membership as set forth in this Article, may apply for membership in this Association.

Section 2: Classes of Members

(a) Board-Eligible Members – Nonprofit firms, facilities, organizations and corporations which support the purpose of the Association as set out in Article II and which are (i) accredited by The Joint Commission (formerly the Joint Commission on Accreditation of Healthcare Organizations), the Council on Accreditation (COA) pursuant to COA's residential treatment standards, or CARF International (formerly the Commission on Accreditation of Rehabilitation Facilities); (ii) licensed by the State in which they operate to provide residential treatment and/or behavioral health services for

children, adolescents and young adults; and (iii) provide appropriate and relevant services to children and/or families with, or at risk of, serious emotional or behavioral disturbances. Each Board-Eligible Member shall have one (1) vote. Employees, officers, and designees of Board-Eligible Members shall be eligible for Board membership and to hold office.

(b) Associate Members – Nonprofit firms, facilities, organizations or corporations which support the purposes of the Association as set out in Article II and which (i) have signed a Membership Application form subscribing to the Association's mission and Bylaws; (ii) are licensed by the State in which they operate to provide residential treatment and/or behavioral health services for children, adolescents and young adults; and (iii) provide appropriate and relevant services to children and/or families with, or at risk of, serious emotional or behavioral disturbances. Each Associate Member shall have one (1) vote. Employees, officers, and designees of Associate Members shall not be eligible for Board membership or to hold office.

(c) Multi-Facility System Members – A Multi-Facility System Member may consist of either (i) an alliance or network of facilities which has organized itself by agreement or otherwise into a legally-recognizable entity, all the members of which meet the Board-Eligible or Associate Membership Class criteria or (ii) a corporate or other legal entity which through ownership possesses direction and control over two or more facilities, all of which meet the Board-Eligible or Associate Membership Class criteria. Each Multi-Facility System Member shall have one (1) vote. Employees, officers, and designees of a facility within a Multi-Facility System, which facility otherwise meets the criteria for Board-Eligible membership, shall be eligible for Board membership and to hold office. Each Multi-Facility System is limited to no more than two voting Board members at one time.

Members qualifying under Classes (a)-(c) above shall hereinafter be defined in combination as the Voting Members.

(d) Corresponding Members-Individual – Individuals who support the purposes of the Association as set out in Article II but who are not employed by behavioral health provider organizations.

(e) Corresponding Members-Organization – Firms, facilities, organizations and corporations which support the purposes of the Association as set out in Article II but which are not behavioral health provider organizations.

(f) Honorary Members – The Board of Directors, at a duly organized meeting, may elect Honorary Members. Honorary Members shall be exempt from payment of any dues but shall be entitled to all the privileges of other Members, except the right to vote, hold office, or attain Board membership.

ARTICLE IV –MEMBERSHIP ADMISSION AND TERMINATION

Section 1: Election of Members – A person, firm, facility, organization, corporation, alliance, network or other legal entity meeting the criteria for a Membership Class set out in Article III may be elected a Member, after written application to and receiving the majority vote of the Board of Directors at a meeting of the Board of Directors at which a quorum is present or by unanimous consent of the Board of Directors in electronic vote.

Section 2: Termination: Membership in the Association may terminate by voluntary withdrawal, non-payment of dues, or expulsion as herein provided, or otherwise in the pursuance of these Bylaws.

Any member may, by giving written notice, withdraw from membership. Such notice shall be presented to the Board of Directors at its next meeting. Withdrawals shall be effective following fulfillment of all obligations to the date of receipt of the withdrawal notice. All membership rights, interests, and privileges shall cease upon termination of membership.

Any Member may be expelled, with or without cause, by a majority vote of the Board of Directors or by a majority vote of the Voting Members at a meeting at which a quorum is present.

ARTICLE V – OFFICERS

Section 1: Officers – The Officers of the Association shall be an Immediate Past President, when applicable, a President, a Vice-President/President-Elect, a Secretary, and a Treasurer. The Association may also have, at the discretion of the Board of Directors, one or more additional Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers and honorary Officers as may be deemed necessary by the Board of Directors. One person may hold two (2) or more offices, except that the individual serving as President shall not serve concurrently in another Office. All Officers must be an employee, officer, or designee of either a Board-Eligible Member or of a facility within a Multi-Facility System Member which facility would itself otherwise qualify as a Board-Eligible Member. No Member may have more than one Officer of the Association at any given time.

Section 2: Method of Election and Term – The affirmative vote of a majority of the votes entitled to be cast by the Voting Members present or represented by proxy at a regular or special meeting of the membership of the Association at which a quorum is present shall be necessary to elect Officers. Officers shall be elected to serve the following terms:

Vice President/President-Elect	Term to be two (2) years, after which time the Vice-President/President-Elect is automatically elevated to the office of President.
President	Term to be two (2) years, after which time the President is automatically elevated to the office of Immediate Past President.
Immediate Past President	Term to be two (2) years.
Treasurer	Term to be two (2) years.
Secretary	Term to be two (2) years.

The Board of Directors may fill any vacancy of an Officer and elect such other Officers as may be deemed necessary to carry on the business of the Association, each of whom shall hold office until the end of the vacated term, have such authority, and perform such duties as are assigned to him or her by the Board of Directors.

Section 3: Duties of Officers

Immediate Past President – The Immediate Past President shall, subject to the control of the Board of Directors, act in an advisory capacity to the President. He or she shall be a voting member of the Board of Directors and shall have such other powers and duties as may be assigned by the Board of Directors.

President – The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and Officers of the Association. He or she shall preside at all meetings of the members of the Association and of the Board of Directors. He or she shall be an ex-officio member of all the standing Committees of the Association and shall be a member, and Chair, of the Executive Committee. He or she shall have the general powers and duties of management usually vested in the office of the president of a corporation and shall have such other powers and duties as may be assigned by the Board of Directors.

Vice President/President-Elect – The Vice-President/President-Elect shall, in the absence or disability of the President (as determined in each case by a majority vote of the Board of Directors), perform all the duties of the President and, when so acting, shall have the powers of, and be subject to all the restrictions upon, the President. The Vice-President/President-Elect shall have such other powers and perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

Secretary – The Secretary shall ensure minutes are drafted and maintained of all meetings of the Board of Directors, Executive Committee and all meetings of the members of the Association with the time and place of holding, the names of those present and the proceedings thereof. The Secretary shall have such other powers and perform such other duties as may be assigned to him or her by the Board of Directors.

Treasurer – The Treasurer shall, either in person or through assistants, receive, account for, and keep all monies, stocks, bonds, notes, and other credits belonging to or coming to the Association. The Treasurer shall have the power to endorse all drafts and checks, shall keep regular, true and full accounts of all receipts and disbursements and shall make detailed reports of the same to the members and the Board of Directors whenever called for. The Treasurer shall perform such other duties in connection with the administration of the financial affairs of the Association as the Board of Directors shall assign to him or her. All monies of the Association shall be kept in such bank or banks or other depository or depositories as the Board of Directors from time to time may direct or approve.

Section 4: Bond of Treasurer – The Treasurer shall, if required by the affirmative vote of two-thirds (2/3) of the Voting Members, give to the Association such security for the faithful discharge of his or her duties as the Board of Directors may direct.

Section 5: Removal and Resignation – Any Officer may be removed either with or without cause by the Board of Directors or by the affirmative vote of two-thirds (2/3) of the Voting Members at any regular or special meeting of the members at which a quorum is present. Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Association; such resignation to be effective the date accepted by the Board of Directors.

Section 6: Vacancies – A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled either by the Board of Directors or the Voting Members in the manner prescribed in these Bylaws.

Section 7: Compensation of Officers – The Officers shall not receive any salary or compensation.

ARTICLE VI – BOARD OF DIRECTORS

Section 1: Number – The property, affairs, activities and concerns of the Association shall be vested in a Board of Directors, consisting of eleven (11) voting Directors and additional Directors-at-Large. Five (5) of such voting Directors shall consist of the Immediate Past President, President, Vice-President/President-Elect, Secretary and Treasurer of the Association. The Voting Members shall elect the remaining Directors so that the total number of voting Directors is eleven (11). The affirmative vote of a majority of the votes entitled to be cast by the Voting Members present or represented by proxy at a regular or special meeting at which a quorum is present is required to elect Directors. Additional Directors-at-Large may be elected by the affirmative vote of a majority of the votes entitled to be cast by the Voting Members present or represented by proxy at a regular or special meeting at which a quorum is present. Directors-at-Large shall act in an advisory capacity only and shall have no voting privileges. The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. The number of Directors may be increased or decreased from time to time if this Section 1 is duly amended by the Board of Directors or by the Voting Members in accordance with these Bylaws; provided, however, in no event shall there be less than three (3) voting Directors. All individuals serving on the Board of Directors shall be either an employee, officer, or designee of a Board-Eligible Member or a facility which is part of a Multi-Facility System Member, which facility would otherwise qualify as a Board-Eligible Member.

Section 2: Election of Directors and Term – All Directors that are not Officers or Directors-at-Large, shall be divided into two classes, designated Class I and Class II. Each Class shall consist, as nearly as may be possible, of one-half (1/2) of the total number of Directors constituting the entire Board of Directors that are not Officers or Directors-at-Large. Class I Directors shall be elected in even years to serve a two (2) year term; Class II Directors shall be elected in odd years to serve a two (2) year term. At the expiration of any such term, any Director that is not an Officer or any Director-at-Large, may be re-elected for subsequent two (2) year terms indefinitely and without suspension. A Director that is not an Officer or a Director-at-Large shall hold office until the annual meeting for the year in which such Director's terms expires and until a successor shall be elected and duly qualified, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

The Immediate Past President, President, Vice-President/President-Elect, Secretary and Treasurer shall serve on the Board of Directors until the expiration or termination of their terms as Officers. Directors-at-Large, if any, of the Association shall be elected for a term of one (1) year. At the expiration of any one (1) year term, any Director-at-Large may be re-elected for successive one (1) year terms.

Section 3: Duties of Directors – The Board of Directors may (1) hold meetings at such times and places as it deems proper; (2) admit Members and suspend or remove them by ballot; (3) appoint Committees on particular subjects from the members of the Board, or from other Members of the Association; (4) audit bills and disburse the funds of the Association; (5) print and circulate documents and publish articles; (6) carry on correspondence and communicate with other associations interested in the purposes for which this Association is formed; (7) employ agents; and (8) devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the Association and to best protect the interests and welfare of the Members.

Section 4: Meetings of the Board – Regular meetings of the Board of Directors shall be held at the annual meeting of members of the Association and at such other times as the Board of Directors may determine.

- (a) Notice - Notice of any meeting of the Board, shall be distributed electronically to each member of the Board of Directors at least ten (10) days before the time appointed for the meeting. The President may, when he or she deems necessary, or the Secretary shall, at the request in writing of three (3) voting members of the Board, issue a call for a special meeting of the Board, and only five (5) days' notice shall be required for such special meetings. A Director's attendance at any meeting shall constitute a waiver of notice of such meeting, excepting such attendance at a meeting by the Director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.
- (b) Electronic Meetings - Regular and Special Meetings of the Board of Directors or Executive Committee (EC) may be held by entirely by electronic means and/or in a hybrid format, with some participants meeting in person and others joining electronically, subject to the following:
 - i. All of the board or EC members joining electronically shall have access to the appropriate electronic meeting media.
 - ii. The technology used for the electronic meetings shall allow all meeting participants full access and full participation in all meeting transactions throughout the specified time of the meeting.
 - iii. A quorum is established by the verified responses of both in-person and electronic attendees to the commencement of the meeting and is assumed for the duration of the meeting.
 - iv. The affirmative vote of a majority of the quorum shall be the minimum vote requirement for the adoption of any motion.

Section 5: Quorum – A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the President, the Vice President/President Elect shall chair the meeting. In the absence of both the President and the Vice President/President Elect, the quorum present may choose a chair for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than ten (10) days later. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjourned meeting shall be given in accordance with Article VI, Section 4 of these Bylaws.

Section 6: Voting and Act of the Board of Directors – The Directors-at-Large shall have no right to vote on matters presented to the Board of Directors. The act of a majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these Bylaws.

Section 7: Vacancies – Except for the position of Immediate Past President, whenever a vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote of the remaining voting members of the Board at a special meeting which shall be called for that purpose. The election shall be held within sixty (60) days after the occurrence of the vacancy. The person so chosen shall hold office until the expiration of the term of the Director whose vacant seat is being filled, or until his or her successor shall have been chosen at a special meeting of the Members.

Section 8: Removal of Directors – Any one or more of the Directors or Directors-at-Large may be removed either with or without cause, at any time, by a vote of two-thirds (2/3) of the Voting Members at any special meeting called for that purpose at which a quorum is present.

Section 9: Waiver – Notwithstanding the provisions of any of the foregoing Sections, a meeting of the Board of Directors may be held at any time and at any place, and any action may be taken thereat, if notice is waived in writing by every member of the Board of Directors having the right to vote at the meeting.

ARTICLE VII – FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year.

ARTICLE VIII – DUES

Section 1: Annual Dues – The Board of Directors may, upon the recommendation of the Finance Committee, determine from time to time the annual dues payable to the Association by Members. Such dues may vary based upon Membership Class or other criteria established by the Board. If/when a special request related to annual dues is made, the President has authority to determine appropriate accommodations.

Section 2: Payment of Dues – Dues shall be payable in full within four months of the first day of January in each fiscal year. Dues of a new Member shall be prorated from the time of election to membership. In the event of financial necessity, a payment plan may be implemented with approval of the President.

Section 3: Default and Termination of Membership – In the event any Member shall be in default in the payment of dues for a period of two (2) months, the membership of the delinquent Member may thereupon be terminated at the option of the Board of Directors.

ARTICLE IX – MEETINGS

Section 1: Meetings of the Members – The annual meeting of the Members of the Association shall be held on a date/time designated by the Board of Directors for the purpose of electing Members of the Association, electing members of the Board of Directors to replace members of the Board of Directors whose terms have expired, electing Officers of the Association and for receiving the annual reports of Officers, Directors, and Committees, and transacting other business. Notice of these meetings shall be delivered by electronic means (e.g. email, telephone, text message, etc.) to all voting members of the Association at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting. All notices of meetings shall set forth the location or access information, date, time and purpose of the meeting.

Section 2: Special Meetings – Special meetings of the Members may be called at their discretion by the President, the Vice-President/President-Elect, or the Secretary, by any three (3) members of the Board of Directors or by Voting Members having at least one-twentieth (1/20) of the votes entitled to be cast at such meeting. Notice of the time and place of any special meeting of the Members shall be given to each Member at least ten (10) calendar days in advance of the meeting if delivered personally or by electronic means (e.g. email, telephone, text message, etc.). Notice given by first-class mail must be postmarked at

least fourteen (14) calendar days before the date of the meeting and addressed to the Member at the address as it is shown on the Association's records. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Members of the Association.

Section 3: Waiver – Notwithstanding the provisions of any of the foregoing Sections, a meeting of the Members of this Association may be held at any time and at any place within or without the District of Columbia, and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at the meeting.

Section 4: Quorum – The presence at a duly called or held meeting in person or by proxy of one-third (1/3) of the Voting Members of the Association shall be necessary to constitute a quorum. The act of a majority of the votes entitled to be cast by the Voting Members present or represented by proxy at a meeting at which a quorum is present shall be sufficient to transact any and all business properly before such meeting, unless these Bylaws require a greater percentage vote. The Voting Members present at such a meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Voting Members to leave less than the number required to originally constitute a quorum. If a quorum is not present, a lesser number of Voting Members may adjourn the meeting to a later day. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjourned meeting shall be given in accordance with Article IX, Section 2, of these Bylaws.

Section 5: Voting – Any officer, employee or designee of a Member may represent that Member at any meeting. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the Voting Members present in person or by proxy. There is no cumulative voting for Directors or on any matter. Voting on all matters, including the election of Directors or Officers, may be conducted by mail.

Section 6: Proxies – Every Voting Member of the Association may vote by proxy. A proxy may be any representative of the voting member organization as designated by an officer or director of a Voting Member or such Voting Member's duly authorized attorney-in-fact identified to represent the Voting Member for a specific meeting.

ARTICLE X – COMMITTEES

Section 1: Executive Committee – There shall be an Executive Committee consisting of all Officers of the Association, including the Immediate Past President of the Association. The Executive Committee shall appoint such employees as may be necessary to conduct the business of the Association; the Executive Committee may act on behalf of the Association in any matter when the Board of Directors is not in session, reporting to the Board of Directors for its ratification of the Executive Committee's action at the next regular meeting or special meeting of the Board of Directors. Four (4) members shall constitute a quorum for the transaction of business. Meetings may be called by the Chair or by three (3) members. The Executive Committee may have the Treasurer's accounts audited at least once each year by an accountant and report thereon to the Board of Directors.

Section 2: Board-Designated Committees – The Board of Directors may designate and appoint such other Committees as it deems appropriate to serve the mission of the Association. Each Committee shall exercise the authority of the Board of Directors in the management of the Association only to the extent provided in the resolution creating the Committee.

ARTICLE XI – DISSOLUTION AND DISTRIBUTION OF ASSETS

Upon the dissolution of the Association, the Board of Directors shall, after paying or making adequate provision for the payment of all of the liabilities and obligations of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner, or to such persons or organizations as the Board of Directors shall determine in accordance with the District of Columbia Nonprofit Corporation Act and Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XIII – AMENDMENTS

These Bylaws may be amended, repealed, or altered in whole or in part at a duly-called meeting of the Association at which a quorum is present in person or by proxy, by a majority vote of the total number of Voting Members of the Association; *or* by unanimous consent of the Voting Members by mail/electronic vote. In either case, the proposed change shall be transmitted electronically to each Member at least thirty (30) days, but not more than fifty (50) days, before the meeting at which the change is to be considered, or, if voting by mail, before the amendment submission date by which the change is to be voted upon.