

Revised Bylaws Adopted by the ORIMHA Board on November 15, 2016

OREGON INFANT MENTAL HEALTH ASSOCIATION BYLAWS

ARTICLE 1

- 1.1 Name: The name of this association shall be the OREGON INFANT MENTAL HEALTH ASSOCIATION, hereafter referred to as the Association or ORIMHA.

ARTICLE II

PURPOSE

- 2.1 Association Vision: All our Babies Held in Mind
- a. Our Vision of Mental Health for Infants and Toddlers in Oregon
All of Oregon’s young children – prenatally through 3 – and the adults who care for them are thriving: experiencing emotional well-being and optimal development; through universal access to current and reliable information, resources, and support.
 - b. Our Vision of the Infant and Toddler Mental Health Professional Arena in Oregon
Professionals from all fields and disciplines who work with infants, toddlers, and their families form a new “meta field” of professional practice in Infant/Toddler Mental Health.
 - c. Our Vision for the Oregon Infant Mental Health Association
ORIMHA is Oregon’s central, trusted resource for information, advocacy, and professional development related to the social-emotional health and well-being of infants, toddlers and their families.
- 2.2 The Mission of ORIMHA
We are dedicated to:
- a. Promoting broad awareness and understanding of the importance of early nurturing relationships.
 - b. Building Oregon’s capacity to support emotional health and well-being through interaction, study, and collaboration across systems.
 - c. Providing Oregon with access to current resources from around the world.
 - d. Informing policy makers, funders, and other key stakeholders across systems of care of infant mental health principles and best practices.
 - e. Advocating for the application of infant mental health principles and best practices.
- 2.3 For the purposes of the Association, infancy shall be defined as from the prenatal period to age three years.

ARTICLE III
MEMBERSHIP

- 3.1 The membership of the Association shall be composed of individuals interested in improving the mental health of infants and families. Members shall be organized into the following categories of membership:
- a. Regular membership: Any individual who supports the purposes of the Association and who has paid membership dues for the applicable fiscal year in accordance with this Article shall be a Regular Member of the Association. Each regular member shall be entitled to one (1) vote on all matters presented to the membership for vote.
 - b. Organizational Membership: Any for-profit or nonprofit organization who supports the purposes of the Association who has paid membership dues for the applicable fiscal year in accordance with this Article shall be an Organizational Member of the Association. Each organizational member shall be entitled to one (1) vote on all matters presented to the membership for vote. Votes on behalf of organizational members shall be cast by an employee of that organization designated as its representative. Any designated employee of an organizational member shall receive the same nonvoting benefits as regular members if requested. Organizational members' dues shall be set by the Board of Directors as part of the Association's overall dues structure.
- 3.2 Termination of membership:
- a. Nonpayment of dues: Any member who has not paid dues by March 1 of each year will have membership automatically terminated. Membership shall be reinstated upon payment of dues.
 - b. Removal for cause: Any member of the association may have membership removed for cause, upon two thirds vote of the entire Board of Directors. Thirty (30) days prior written notice of intent to remove shall be given to the member by registered mail to the last known address as shown on the records of the association. The Board of Directors shall determine what constitutes sufficient cause. The member shall have the right of appeal before the Board of Directors.

ARTICLE IV
OPERATION

- 4.1 Not-for-profit operation: The Association shall maintain 501c3 status with Internal Revenue Service. No substantial part of the activities of the association shall consist of participating in, carrying on propaganda for, or otherwise intervening in any political campaign on behalf of or in opposition to any candidate for public office.
- 4.2 Dissolution or liquidation: In the event of the dissolution or final liquidation of the Association, none of the property of the association nor any of the proceeds thereof shall be distributed to or divided among any of the Directors or Officers of the association or inure to the benefit of any individual. After all liabilities and obligations of the association have been paid, or adequate provisions made therefore, all remaining property

and assets of the Association shall be remanded to the Baby Blues Connection.org
(Portland Branch)

ARTICLE V MEETINGS

- 5.1 Annual Meeting: The annual meeting of the membership shall be held in January of each year on a selected date at such place and hour as the Board of directors shall determine. Business to be conducted at the annual meeting shall include, without limitation, reports of the financial condition and operation of the Association, an announcement regarding the appointment of new Board Members and Officers, and such other business as may come before the meeting.
- 5.2 Notice of Meetings: Written or e-mail notice of the annual meeting shall be provided to the membership at their last known addresses at least 30 days in advance of the meeting.
- 5.3 Special Meetings: Special meetings of the membership shall be held at the call of the Board of Directors at such place, date, and hour as the Board determines. The Board shall call a special meeting upon the written request of one-fourth (1/4) of the Board. No business other than that stated in the notice of the meeting may be conducted at any special meeting.

Quorum: The vote of a majority (meaning 51 %) of those present and voting at a meeting shall be sufficient for the transaction of business. Any matter, which could be presented for a vote at a meeting, may be presented for consideration of the members by ballot or proxy.

ARTICLE VI BOARD OF DIRECTORS

- 6.1 Board of Directors: The Board of Directors shall consist of at least five members with a maximum of 15 members: including the current officers and at least one member at large. Directors shall serve two-year terms. Officers may serve more than one term.

The intent of the Board of ORIMHA is to have the board members represent the interests of stakeholders from across the state of Oregon, with a particular focus on having representation from rural areas. The Board's intent is to have the Board be ethnically and culturally diverse and have members from a variety of fields and agencies that support children and families.

At all times, the Board of Directors will work toward achieving and maintaining a membership that includes no more than 50% of the members being from the Portland Metropolitan area, which includes Vancouver, WA.

New Board members will be identified and recruited, as needed, by the current Board based on these guidelines.

- 6.2 Property, business, functions and duties: The property and lawful business of the association shall be held and managed by the Board of Directors.
- a) The Board of Directors shall have policy making power. They shall manage the business, funds, and affairs of the Association and make all necessary rules and regulations consistent with law or with these bylaws and the association's purposes, for the management of business and guidance of the Association, its' officers, employees, and designated agents. Directors shall make an annual strategic plan prior to the annual budget report.
 - b) The first-elected Board of Directors shall be included as charter members for the Association for the purpose of incorporation under the laws of the state of Oregon.
 - c) The Board of Directors may, in any instance, designate the officers who shall have authority to execute any contract, conveyance, or other instrument on behalf of the Association.

6.3 The Board of Directors shall approve the dispersal of any Association funds relating to special projects and any programming consistent with the purpose of the Association. The Board of Directors shall evaluate each dispersal of funds to be sure that the dispersal falls within the guidelines for expenditure of funds by non-profit corporations.

6.4 Voting: Each member of the Board of Directors present at a meeting therefore shall have one vote.

Resignations and Vacancies: Any Director may resign as a director at any time, by written notice to the Board. Replacements for resignations or vacancies occurring on the Board during the term of office shall be appointed by the Board and shall serve the unexpired term or the position. When a vacancy is filled, the new Board member will be announced to the general membership.

6.5 Removal: Any Director may, for cause, be removed from office by a two-thirds vote of the voting members present at a regular or special meeting of the Board. The Director under review shall be informed of this pending action at least 30 days prior to the Board meeting, and have the right of appeal before the Board of Directors.

6.6 Absenteeism: Any Director who is unable to attend the Board meetings will notify the Board prior to the meeting. If a Director misses two consecutive meetings without notice, she/he may be removed from the Board at the discretion of the remaining Board members. To ensure that Board membership is geographically diverse and universally accessible, all monthly meetings shall be conducted in an online meeting space.

6.7 Quorum: A majority (meaning 51%) of the Board of Directors shall constitute a quorum at all meetings of the Board, and a majority vote (meaning 51%) of the Board members present shall decide all questions except as specified elsewhere in these bylaws.

- 6.8 Annual Budget: The Board of Directors shall approve the annual budget and expenditures shall conform in all respects to the requirements for non-profit organizations.

ARTICLE VII
OFFICERS and DUTIES

- 7.1 Officers: The officers of the Association shall be a President, Vice-President, Secretary, and Treasurer. These officers shall be selected from the current Board members. The term of office shall be for two years, or until successor officers are elected. If possible, terms of the officers shall be staggered, with the goal being to not change more than two officers in any year. The duties of each office shall be periodically reviewed and adjusted based on the needs of the organization.

No Board Member shall be compensated for time spent on duties or activities of the Association.

- 7.2. President: The President shall preside at all meetings of the Board of Directors and at all meetings of the Association. The President shall officially represent the Association whenever necessary.
- 7.3. Vice-President: The Vice President shall perform all the duties of the President in the President's absence. The Vice President shall accept and have such duties as determined from time to time by the Board of Directors or the President.
- 7.4. Secretary: The Secretary shall be responsible for handling all routine correspondence necessary for the business of the Association, and shall keep a record of the minutes of all meetings of the Association and the Board of Directors, and shall perform all other duties designate to that office. This shall include assuring that appropriate notices or waivers of notice are sent regarding meetings of the Board of Directors, and providing a copy of the bylaws and most recent list of the Board of Directors (including addresses and phone numbers) to newly elected officers and board members.
- 7.5. Treasurer: The treasurer shall receive all monies of the Association, keep an accurate record of all receipts and expenditures, and pay out all funds as approved by the Board of Directors and co-signed by the President. The Treasurer shall present a financial statement when requested to do so by the Board of Directors, and shall give a full financial report to the membership at the annual meeting. The treasurer shall work with the contracted Bookkeeper.

ARTICLE VIII
COMMITTEES

- 8.1. **Committees in general:** The Board may establish committees from time to time as it shall deem appropriate to conduct the activities of the Association. Chairpersons of Committees shall come from the Board. Board members are prohibited from being both a Committee Chair and an Officer. (This does not apply to ad hoc committees nor does it apply to being a member of a committee.) Terms for Committee Chairs are 2 years. Committee Chairs may serve more than one term.

ARTICLE IX
FISCAL MATTERS

- 9.1 **Fiscal Year:** The fiscal year of the Association shall begin on January 1 of each year and shall end on December 31 of each year.
- 9.2 **Budgets:** The Board of Directors of the Association may prepare and shall approve the annual operating and capital expenditure budgets of the Association. The Board of Directors shall approve any expenditure not listed in the annual budget in excess of \$300.00.
- 9.3 **Asset Transfers and Purchases:** No transfer of the Association's assets with a value exceeding limits established by the Board and no purchase with a value exceeding limits established by the Board shall be valid unless first approved by the Board.
- 9.4 **Checks/ Drafts:** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness in the name of the Association or to the Association, shall be signed or endorsed by any Officer(s) of the Association designated by the Board. The signatures of such persons may be by facsimile where expressly authorized, but shall not be preprinted on the instrument.
- 9.5 **Deposits:** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

ARTICLE X
INDEMNIFICATION

- 10.1 **Basic Indemnification:** Each person who is or was a Director, Officer, or member of the Association and each person who serves or has served at the request of the Association, as a member, Director, Officer, partner, employee, agent, or committee member shall be indemnified by the Association to the fullest extent permitted by the laws of the State of Oregon as they may be in effect from time to time.

- 10.2 Insurance of Risk: The Board of Directors shall have the authority to purchase and maintain or effect insurance on behalf of any and all of its present and former members, Officers, Directors, committee members, employees, or agents against any liability or settlement based on liability asserted to have been incurred by them by reason of being or having been members, Officers, Directors, committee members, employees, or agents of the Association, whether or not the Association would have power to indemnify such persons against such liability under the preceding sentence.

ARTICLE XI
AMENDMENTS

- 10.1 Amendments: These bylaws may be amended at any Board Meeting by a two-thirds vote of the members present.