



CORPORATE BYLAWS  
OF  
ALASKA ASSOCIATION FOR INFANT AND EARLY CHILDHOOD  
MENTAL HEALTH

ARTICLE I  
CORPORATION

1.1 Name & Purpose

The name of this nonprofit Corporation shall be Alaska Association for Infant and Early Childhood Mental Health, also known as AK-AIMH, and hereinafter called “the Corporation.” The purpose of the Corporation shall be to operate exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, and specifically to promote the understanding of infant mental health among professionals in the State of Alaska. The Corporation is an affiliate of WAIMH, the World Association of Infant Mental Health. WAIMH's mission is to promote education, research, and study of the effects of mental, emotional and social development during infancy on later normal and psychopathological development through international and interdisciplinary cooperation, publications, affiliate associations, and through regional and biennial congresses devoted to scientific, educational, and clinical work with infants and their caregivers. The purpose of AK-AIMH is to educate, to advocate, to collaborate in support of AK-AIMH’s mission.

1.2 Corporate Offices. The Corporation shall have and continuously maintain in this state a registered office and a registered agent whose office address is identical with such registered office, and may have such other offices within or without the State of Alaska as the Board of Directors may from time to time determine.

1.3 Mission. Promote the importance of the social emotional well-being of infants and young children and their families in Alaska by strengthening and supporting those who touch their lives.

1.4 Corporate Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute the assets of the corporation to such organization or organizations in existence at the time of dissolution that qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions

of any future United States Internal Revenue law) as may shall be selected by the Board of Directors.

- 1.5 Gaming Activity Dissolution. Upon dissolution, any remaining net proceeds from gaming activity under AS 05.15 will be distributed to one or more existing permittees, other than a multiple-beneficiary permittee, in accordance with 15 AAC 160.020(a)(5).
- 1.6 Affiliate Member of the World Association for Infant Mental Health. The corporation will become an affiliate of the World Association for Infant Mental Health (“WAIMH”) and remain an affiliate as long as the corporation is in existence. The corporation will make every effort to ensure that AK-AIMH maintains a minimum of 10 active WAIMH members.

## ARTICLE II MEMBERSHIP

- 2.1 Categories of Membership and Voting Rights. The membership of the corporation shall be composed of individuals interested in improving the mental health of children ages birth to five and their caregivers.

Members shall be organized into the following categories of membership with the voting rights prescribed herein:

- (a) Regular Membership - Any individual who supports the mission of the corporation and who has paid membership dues for the applicable membership year in accordance with this Article shall be a Regular Member of the corporation. Each Regular Member shall be entitled to one vote on all matters presented to the membership for vote.
- (b) Honorary Membership - Any individual who has provided outstanding contributions to the field of infant mental health may be nominated as an Honorary Member, and shall become an Honorary Member upon the majority vote of those members entitled to vote at the annual meeting of the membership. No more than two (2) Honorary Members shall be invited in any one (1) year. Honorary Members may attend membership meetings but shall not be eligible to vote on matters presented to the membership for action. Honorary Members shall not be required to pay membership dues.
- (c) Student Membership - Any individual enrolled in a degree program related to the field of infant mental health and/or infant or child development and who has paid dues for the applicable fiscal year in accordance with this Article shall be a Student Member. Each Student Member shall be entitled to one (1) vote on all matters presented for a vote of the membership.

- (d) Agency Membership – Any agency who supports the mission of the corporation and who has paid membership dues for the applicable membership year in accordance with this Article shall be an Agency member of the corporation. Each member of the agency is eligible to vote as a regular member of AK-AIMH.

2.2 Membership period. The membership period for any type of membership listed in Section 2.1 (a –d) is January 1 to December 31.

2.3 Rights and Responsibilities of Members. In addition to doing all things required or allowed by law, the members of the corporation shall have the following rights and responsibilities:

- (a) Approve any change in the purposes or philosophy of the corporation;
- (b) Approve changes in the corporation's Articles of Incorporation or bylaws; and
- (c) Approve plans of merger, consolidation or dissolution of the corporation or the creation by the corporation of any controlled corporation.

2.4 Termination of Membership. Any member who has not paid dues by January 1 of each calendar year will have their membership automatically terminated. Membership will be reinstated upon the payment of dues.

a) Removal for Cause. The Board of Directors, by affirmative vote of two-thirds of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who is in default in the payment of dues for the period fixed in Article 2.1 of these by-laws. Cause for removal shall include, but shall not be limited to, engaging in criminal activity, ethical violations, or misrepresentation of the Corporation. Ninety (90) days' written notice shall be given to the member by registered mail to the last known address as shown on the records of the Corporation. The member shall have the right of appeal before the Board of Directors.

2.5 Annual General Meeting. The annual general meeting (AGM) of the membership shall be held on such date at such place and hour as the Board of Directors shall determine. Business to be conducted at the annual general meeting shall include, without limitation, reports of the financial condition and operations of the corporation, an announcement regarding the results of ballot elections of directors, and such other business as may come before the meeting.

2.6 Special Meetings. Special meetings of the membership shall be held at the call of the President of the corporation at such place, date, and hour as the President shall determine. In addition, the President shall call a special meeting upon the written request of one fourth ( $1/4$ ) of the Board of Directors. No business other than that stated in the notice of the meeting may be conducted at any special meeting.

2.7 Notices of Meetings. Notice of each meeting of the membership, annual or special, shall be e-mailed to each member at the member's last address as it appears on the records of the corporation not less than ten (10) nor more than fifty (50) days prior to the meeting. Notice of any meeting may be waived through e-mail before or after the meeting. Attendance at any meeting constitutes waiver of notice of the meeting, except where the member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

2.8 Quorum Ten Percent (10%) of the membership shall constitute a quorum for the transaction of business at any general or special membership meeting. Except as otherwise provided in these bylaws, the articles of incorporation or the laws of the State of Alaska, the majority vote of those present and voting at a meeting at which there is a quorum shall be sufficient for the transaction of business. Any matter which could be presented for a vote at a general or special membership meeting may be presented for consideration by the members by ballot or proxy, as permitted by the Alaska Nonprofit Corporation Act.

2.9 Dues. The Board of Directors shall establish the amount of membership dues which shall be paid annually by Regular Members, Agency Members, and Student Members. Dues shall be paid by all members, regardless of membership category, by January 1 of each calendar year. The Treasurer of the corporation shall be responsible for collecting membership dues in accordance with a method devised by the Board of Directors.

### ARTICLE III BOARD OF DIRECTORS

3.1 Board of Directors Membership. The voting members of the Board of Directors shall consist of not more than twelve (12) and not less than three (3) elected directors who are Regular members of the corporation and the President of the corporation (collectively the "Board of Directors"). All board members must be members of the Association.

Although not directors, the following persons may participate in all meetings of the Board of Directors on an ex-officio basis, without vote: (a) the immediate past-President of the corporation; and (b) appointed liaisons from State agencies and organizations as identified by the Nominating Committee according to approved policies and procedures and elected by a majority vote of the Board of Directors.

3.2 Powers of Board of Directors. The Policy-making powers of the Association shall be vested in the Board, which shall have charge, control, and management of the policies, affairs, and funds of the Association and shall alone determine compliance with the Associations' stated purposes; shall fill vacancies among the Officers who are appointed by the Board; and shall have the power and authority to do and perform all acts or functions not inconsistent with these By-laws or the Association's purpose.

3.3 Election. The Board of Directors shall be elected prior to the Annual General Meeting via an electronic survey by the voting members of the Association based on a slate of candidates

prepared by the Nominating Committee and according to the Association's approved policies and procedures. The results of the electronic survey will be announced at the Annual General Meeting.

- 3.4 Terms. All elected regular board of directors shall hold office for a term of three (3) years or until their successors have been elected. Ex-officio members of the Board shall serve for a term of one (1) year, except the immediate past-President, who shall serve for a term of two (2) years. A director may serve any number of consecutive terms. Terms shall be staggered so that approximately one-third (1/3) of the voting directors are elected each year.

**See Article 4.2 for terms for the Officers Positions.**

### **Resignations and Vacancies:**

- 3.5. Resignation. Any Director may resign as a director at any time, by written notice to the President or Secretary.
- 3.6 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.
- 3.7 Absenteeism. Any Board member who is unable to attend the monthly board meeting shall notify the Secretary prior to the meeting. If a Board member has three (3) consecutive unexcused absences without notice from scheduled meetings, the President shall contact the Board Member in order to discuss his or her ability to continue on the Board.
- 3.8 Vacancies. A vacancy in the term of a regular board member due to death, resignation or other cause may, but need not be, filled by the Board of Directors according to approved Nomination Committee policies and procedures. A director appointed to fill a regular board member vacancy shall serve for the remaining portion of the term of the member they are replacing.

### **Meetings**

- 3.9 Regular Meetings of the Board. The Board of Directors shall hold no fewer than four (4) regular meetings during the calendar year. Regular meetings shall be held on such dates and hours and at such places as agreed upon by the majority of the Board of Directors at the first meeting of the BOD subsequent to the AGM.
- 3.10 Special Meetings of the Board. Special meetings of the Board of Directors may be called by the President, written request of one-fourth (1/4) of the voting members of the Board of Directors or upon two-thirds (2/3) vote of the membership of the association. Forty-eight hours' notice by mail, electronic mail, fax, telephone or word of mouth shall be given for a special meeting unless shorter notice is adequate under the circumstances. The purpose or purposes for which the meeting is called shall be stated in the notice. No business than that stated in the notice of the meeting may be conducted at any meeting.

- 3.11 Notice of Board Meeting. Notice of regular meetings of the Board shall be sent via e-mail or facsimile to each Director at least ten (10) days before the date of the meeting.
- 3.12 Waiver of Notice. Notice of the time, place and purpose of any meeting of the Directors may be waived by e-mail or other writing, either before or after such meeting has been held. Attendance at any meeting, except for the sole purpose of objecting to the holding of such meeting, shall constitute waiver of notice of such meeting.
- 3.13 Unanimous Consent Action by Board. Any action required or permitted to be taken at a meeting of the Board of Directors or Executive Committee may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Directors or committee members. The written consents described in this Section may be given in writing via facsimile or email.
- 3.14 Meeting by Conference Telephone. Directors may participate in and act at any meeting of the Board of Directors by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting.
- 3.15 Quorum at Board Meeting. For all meetings of the Board of Directors (other than for action taken by unanimous written consent), a quorum of the Board shall consist of at least one-third (1/3) of all voting directors. The act of a majority of Directors present in person at a meeting at which a quorum is present shall be the action of the Board of Directors, except as a larger vote may be required by the laws of the State of, Alaska these Bylaws or the Articles of Incorporation.
- 3.16 Compensation of Directors. Directors shall receive no compensation for their services on the Board of Directors. The preceding shall not, however, prevent the corporation from purchasing insurance as provided in these Bylaws nor shall it prevent the Board of Directors from providing reasonable compensation to a director for services which are beyond the scope of his or her duties as director, or from reimbursing any director for expenses actually and necessarily incurred in the performance of his or her duties as a director.

#### ARTICLE IV OFFICERS and Duties

- 4.1 Officers. The officers of the Association shall be a Past-President, President, Vice-President, Secretary, and Treasurer. These officers shall be selected from the current Board members. 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. In addition, the corporation may have such Assistant Secretaries and/or Assistant Treasurers as the Board of Directors deemed appropriate.

- 4.2 Election of Officers. At the first board meeting after the Annual General meeting, the members shall elect the Officers, except the Past President from among the current board members. The Officers shall be a President, Vice-President, Secretary and Treasurer.

A director must have served one year as a general director to be nominated for the President position.

At the end of the term of any president, he/she becomes the immediate Past President. The Past President shall be a non-elected Officer.

- 4.3 Term. The term of the President and Past-President is two (2) years. The terms of all other officers shall be one (1) year.
- 4.4 Resignations and Vacancies. Any Officer may resign from office at any time, by written notice to the Board of Directors. In the event of resignation or vacancy occurring in any office, the Board of Directors shall be empowered to elect a Board member to fill the unexpired term of that office. In the event of a vacancy in the office of the President, the Vice-President of the Board shall fill the duties of that Office for the remainder of the term.
- 4.5 Removal. Any officer may be removed from office by a two-thirds (2/3) vote of the Board whenever in their sole judgment the best interests of the Association will be served thereby, or if other sufficient cause exists for removal. The officer or agent shall have the right of appeal before the Board of Directors.

### **Duties of the Officers**

- 4.6 President. The president shall preside at all meetings of the Executive Committee and at all meetings of the Association. The President shall officially represent the Association whenever appropriate.

The president is also responsible for providing the WAIMH's Central Office ([info@waimh.org](mailto:info@waimh.org)) with yearly updates about their Affiliate. This update shall include current contact information of AK-AIMH office, contact information of the president and the name of the all AK-AIMH officers.

- 4.7 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.
- 4.8 Past-President. The Past-President will provide historical perspective, guidance and

counsel to the President, This role is meant to promote continuity within the Association.

- 4.9 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 maintaining a current list of Board of Directors (including email, addresses and phone numbers) and length of term.
- 4.10 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. Treasurer shall arrange for the financial records of the corporation to be reviewed by a certified public accountant promptly after the end of each fiscal year.
- 4.11 Assistant Treasurers and Assistant Secretaries. The Assistant Treasurers and Assistant Secretaries shall perform such duties as shall be assigned to them by the Treasurer or Secretary, respectively, or by the President or the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

#### ARTICLE V COMMITTEES OF THE BOARD OF DIRECTORS

- 5.1 Committees Generally. The Board shall establish an Executive Committee and other standing committees identified in Section 5.2 of these Bylaws. The Board may also establish ad hoc or special committees from time to time as it shall deem appropriate to conduct the activities of the corporation. The Board shall define the powers and responsibilities of such ad hoc or special committees except that no committee may be created to perform the functions of a standing committee without the consent of the standing committee, and each non-standing committee shall disband upon completion of the work for which it was created.
- 5.2 Standing Committees. The Board shall establish an Executive Committee and a Nominating Committee which shall have the duties and responsibilities described herein or by Board resolution.
- (a) Executive Committee. The Board of Directors shall appoint an Executive Committee consisting of no less than four (4) and no more than seven (7) persons, including the officers of the corporation and such additional members of the Board of Directors as the Board may determine from time to time. The Executive Committee may exercise all powers and authority of the Board of Directors in management of the corporation



between meetings of the Board of Directors (within the limits prescribed by law) or may have such specific powers and responsibilities as determined by the Board of Directors. The President shall act as chairperson of the Executive Committee. Individuals who are neither directors nor members may participate in Executive Committee meetings upon the invitation of the Chairperson.

- (b) Nominating Committee. The Nominating Committee shall consist of no less than three (3) individuals, of whom at least one (1) shall be a director. A director shall serve as the chairperson of the Nominating Committee. The Nominating Committee shall recommend annually, and from time to time upon the request of the Board, candidates for the Board of Directors and officers of the corporation. The Nominating Committee shall present a slate of candidates for election to the Board at least forty five (45) days prior to the date of the annual general meeting of the members. In preparing each slate of candidates required herein, the Nominating Committee shall consider each candidate's qualifications and commitment to the corporation. The Nominating Committee also shall attempt to prepare each slate of candidates in a manner which promotes diversity by considering candidates who are geographically, racially and ethnically diverse and who represent a variety of professional disciplines.
- 5.3 Special Committees. Special committees may be appointed for a specified term by the President with the concurrence of the Board, for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by action of the Board. Upon completion of the tasks for which it was created, a special committee shall stand discharged.
- 5.4 Chairpersons of Committees and Committee Membership. Committee chairpersons shall be voting members of the Board of Directors and appointed by the President. Each Committee chairperson shall be responsible for selecting other members of the committee. All committee appointments shall be subject to approval by the Board of Directors. All committee members shall serve for a one (1) year term. All committee members and committee chairpersons shall be subject to removal at any time by vote of a majority of the members of the Board of Directors then in office. The membership of committees, except the Executive Committee, may include persons who are not directors.
- 5.5 Committee Procedures Generally. A majority of the members of each committee present in person shall constitute a quorum for the transaction of business, and the act of a majority of the members of any committee present in person at a meeting at which a quorum is present shall be the action of the committee. Each committee Chairperson shall, at least 7 days prior to the next Board meeting, make available to the Secretary the meeting minutes &/or relevant data, documents, and correspondence of its recent activities, so that such materials can be incorporated into the agenda-building and informational packet for the upcoming Board meeting. Reasonable notice of the meetings of any committee shall be given to the members thereof and to the President, who shall have the right to attend and participate in the deliberations of all committees. The President or the committee chairperson may invite to any committee meeting such individuals as they may select who may be helpful to the

deliberations of the committee. Each committee may operate through the establishment of one (1) or more subcommittees to be composed of such members of the committee and to have such duties and responsibilities as shall be delegated to the subcommittee by the committee. Each committee may adopt rules for its own operations and for the operations of its subcommittees not inconsistent with these Bylaws or the policies of the Board of Directors.

## ARTICLE VI STAFF

- 6.1 Executive Director and Staff. The corporation may employ an Executive Director, who shall be the chief operating officer of the corporation. The Executive Director, if any, shall be responsible to the Board for the selection and supervision of any staff of the corporation and for the standards of service provided. The Executive Director shall be an ex-officio member of the Board and all committees, but shall have no vote.

## ARTICLE VII FISCAL MATTERS

- 7.1 Fiscal Year. The fiscal year of the corporation shall begin on January 1 each year and shall end on December 31 of each year.
- 7.2 Contracts. The President and his or her designees shall be authorized to execute contracts on behalf of the corporation in accordance with established Board policy. The Board of Directors may ratify any execution. In addition, the Board may authorize other officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, with such authority being either general or confined to specific instances; provided, however, the following contracts shall be approved by the Board:
- (a) The purchase, sale, lease or mortgage of any real property owned, held or leased by the corporation; and
  - (b) The guarantee by the corporation of the debt of others.
- 7.3 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless first approved by the members. Such authority may be general or confined to specific instances. No loan shall be granted to an officer or director of the corporation.
- 7.4 Budgets. The Board of Directors of the corporation shall have prepared and shall approve the annual operating and capital expenditure budgets of the corporation. The Board of Directors shall approve any expenditures not listed in the annual budget in excess of \$300.
- 7.5 Asset Transfers and Purchases. No transfer of the corporation's assets with a value exceeding limits established by the members and no purchase with a value exceeding limits established by the members shall be valid unless first approved by the members.

- 7.6 Checks, Drafts. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation or to the corporation, shall be signed or endorsed by any officer(s) of the corporation designated by the Board. The signatures of such persons may be by facsimile where expressly authorized, but shall not be preprinted on the instrument.
- 7.7 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.
- 7.8 Maintenance of Records. The corporation shall keep correct and complete books and records of account and other records of the activities of the corporation as may be appropriate. All such records shall be open to inspection upon the request of the members or any member of the Board of Directors.
- 7.9 Gaming Permit. Upon dissolution, any remaining net proceeds from gaming activity under AS 05.15 will be distributed to one or more existing permittees, other than a multiple-beneficiary permittee, in accordance with 15 ACC 160.020 (a) (5).

#### Article VIII Conflict of Interest

- 8.1 Disclosure of Conflict of Interest. Any Director or committee member having a possible conflict of interest shall disclose that conflict of interest to the Board of Directors and be made a matter of record through an annual procedure and also when the interest becomes a matter of board action.
- 8.2 Abstain from Voting and Influencing. Any Director having a possible conflict of interest on any matter shall abstain from voting on that matter and shall not use his/her influence on the matter, nor shall that Director be counted towards the required Quorum for voting on the matter. However, any Director with a possible conflict of interest may answer questions about the matter from other Directors after the disclosure of the conflict of interest has been made.
- 8.3 Conflict of Interest Statement. Any new Director or committee member will be advised of this conflict of interest policy upon entering on the duties of his/her office and will be require to acknowledge such notice by signing a conflict of interest statement at the time of election and annually during their term on the board or committee.

ARTICLE VI  
INDEMNIFICATION

- 9.1 Basic Indemnification. Each person who is or was a director, officer, or member of the corporation and each person who serves or has served at the request of the corporation, as a member, director, officer, partner, employee, agent or committee member shall be indemnified by the corporation to the fullest extent permitted by the corporation laws of the State of Alaska as they may be in effect from time to time. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the corporation to the fullest extent provided under the laws of the State of Alaska as they may be in effect from time to time.
- 9.2 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 corporation, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentence.

ARTICLE X,  
AMENDMENTS

- 10.0 Amendment Procedure. These Bylaws may be amended by affirmative vote of two-thirds (2/3) of the voting members of the corporation at any annual or special meeting of the membership, provided that notice of the proposed amendment, including a brief description, is given to the members at least thirty (30) days prior to the date of the meeting at which the proposed amendment will be considered. No amendment inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.