



BYLAWS

Adopted November 1991
Last Amended November 2022

ARTICLE I

Name

Section 1. The name of this organization shall be the OKLAHOMA ASSOCIATION FOR INFANT MENTAL HEALTH, hereafter referred to as the Association, and abbreviated as OK-AIMH.

ARTICLE II

Purposes

Section 1. The Association is formed to promote awareness, understanding and excellence in infant and early childhood mental health (IECMH) through education, workforce development, multi-disciplinary collaboration and advocacy for best practices, and to serve as a resource to individuals and organizations working to support the healthy emotional development of infants, toddlers and their families.

Section 2. The Association serves the interests of its members and the public through:

- Professional development and the Endorsement® credential;
- Networking, relationship-building & bridging services and needs across systems, including the private sector;
- Advocating as a major voice for children, parents, caregivers and workforce to inform policy and decision-making in Oklahoma; and
- Connecting Oklahoma to the national and international IECMH communities.

Section 3. For the purposes of the Association, infancy shall be defined as from the prenatal period to age three years and early childhood shall be defined as three to five years old.

Section 4. The fiscal year and the dues year of the Association shall be January 1st through December 31.

ARTICLE III

Membership

Section 1. Qualifications: Any person interested in improving the mental, emotional and relational health of infants, toddlers and their families is eligible to join the Association.

Section 2. Categories of Membership:

- Individual: Any person who supports the mission and goals of the Association.
- Organization/Corporate Partner: Any organization engaged in work relevant to infant and early childhood mental health, or any organization that chooses to invest in the mission and goals of the Association.
- Student/Retiree: Any student registered in a degree or certificate program paying dues to the Association, or a person who is retired from full time employment.

Section 3. Dues: Annual membership dues shall be determined by the Board of Directors and shall be announced to the members by December 1 for the following calendar year. Partial or full scholarships for dues may be offered if funding permits. The dues structure determined by the Board shall include payments to the World Association for Infant Mental Health necessary for affiliate membership.

Section 4. Termination of Membership for Non-payment of Dues: Any member who has not paid dues by March 15th each year will have membership automatically terminated. Membership will be reinstated upon payment of dues.

Section 5. Removal for Cause: Any member of the Association may be removed from membership for cause upon a two-thirds vote of the full Board of Directors at a regularly scheduled or special meeting. Thirty (30) days written notice shall be given to the member by registered mail to the last known address as shown in the records of the Association. The member shall have the right to appeal before the Board of Directors.

Section 6. Membership Status: Each member in good standing shall have one vote at an annual meeting or special meeting. Membership status is non-transferrable and dues are non-refundable.

ARTICLE IV

Meetings

Section 1. Annual Meetings: An annual meeting of the Association shall be held at such time and place as decided by the Board of Directors, generally in conjunction with an annual workshop. Written notice of the annual meeting shall be provided to the membership at their last known addresses at least thirty (30) days in advance. The annual meeting shall consist of reports of the financial condition and operations of the Association, election of Directors, election of officers, establishment of an annual dues structure and such other business as shall come before the meeting.

Section 2. Special Association Meetings: The President of the Board of Directors shall, upon the written request of 25% of the Board of Directors, call special meetings of the Association. Written notice shall be given to the membership at their last known addresses as shown in the records of the Association, not less than thirty (30) days in advance of such meetings. Such notice shall specify the purpose of the special meeting.

Section 3. Board Meetings: The Board of Directors shall meet a minimum of six (6) times per calendar year and may meet more often to provide for the needs of the Association. The Executive Committee shall determine an appropriate meeting schedule each calendar year. Board Meetings shall be open to membership and to the public. Dates, times, locations, agendas and minutes shall be posted on the Association website. Teleconferencing technology may be used to enhance access and participation for Directors and Members.

Notice: Any regular meeting of the board will require no notice if the date, location and time, have been previously determined by the board and distributed to all board members. For any special meeting, notice shall be sent to the Directors at least (10) days but not more than 30 days prior to the holding of the meeting. For any electronic meeting, notice shall be sent to the Directors with the resolution and shall not be less than twenty-four (24) hours prior to the voting deadline.

Electronic Meetings

In matters of urgency or unusual circumstance, meetings may take place via any form of electronic medium, including video conferencing or teleconferencing, conference call. The Board may vote by voice, email, or other electronic medium during electronic meetings. However, the President or any two Officers may call for an electronic vote other than a vote by voice. For electronic voting to represent an action of the Board, all of the following conditions must be met:

1. All directors must have access to the resolution and the ability to vote electronically;
2. The resolutions shall set forth the proposed actions and provide for a vote for or against each proposed action;
3. A majority of the total number of Directors must vote;
4. Notice shall be given with the resolution at minimum of 24 hours prior to the closing of any voting;
5. The written votes must be received within the voting period established with the resolution which shall not be less than 24 hours;
6. Receipt of a written vote shall be acknowledged by an Officer or designee;
7. A vote must be submitted by a Director and signed, electronically or otherwise, by the Director;
8. Reasonable measures must be taken to verify that each vote cast was from a Director;
9. All votes shall be made public to the board following the vote;
10. All results shall be memorialized in the minutes of the following meeting and maintained with the corporate records.

ARTICLE V

Board of Directors

Section 1. Property and Business: The property and lawful business of the Association shall be held and managed by the Board of Directors.

Section 2. Board of Directors: The Board of Directors shall consist of at least seven (7) members with a maximum of twenty-one (21) members. Directors shall be current members of the Association.

Section 3. Terms: Directors shall be elected to serve one (1) three-year term and may be re-elected to a second three-year term, for a maximum of two elected terms. Directors must then roll off the Board for at least one year before they can stand for election again.

Section 4. Election: Candidates for election shall be selected by the Board of Directors and presented to the membership at the Annual Meeting. Election shall be by majority vote of the membership attending the Annual Meeting.

Section 5. Functions/Duties: The Board of Directors shall manage the business and affairs of the Association and make all necessary rules and regulations consistent with law or with these by-laws, for the

management of business and guidance of the Association, its officers, employees and designated agents.

- The first elected Board of Directors shall serve as charter members of the Association for the purpose of incorporation under the laws of the state of Oklahoma.
- 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.

The Board of Directors shall approve an annual budget which shall conform in all respects to the requirements for non-profit organizations. The Board of Directors may designate a limit for the disbursement of any Association funds in the approved annual budget and expenditures above this limit shall require specific Board approval. In addition, evaluation of any special project or program funded may be required by the Board at any time.

Section 6. Voting: Each member of the Board of Directors participating in a meeting thereof shall have one vote.

Section 7. Resignations and Vacancies: Any Director may resign at any time by written notice to the President of the Board. Replacements for resignations or vacancies occurring on the Board during a term of office shall be appointed by the President and approved by the Board and shall serve the unexpired term.

Section 8. Removal: Any Director may be removed from office for cause at any regular or special Board meeting called for the purpose, by a two-thirds vote of the Board. A thirty (30) day notice shall be given to the Director by registered mail to the last known address as shown in the records of the Association. The Director shall have the right to appeal before the Board of Directors.

Section 9. Absenteeism: Any Director who is unable to attend a Board meeting shall notify the President prior to the meeting. If a Director misses three (3) meetings in a calendar year, he/she may be removed from the Board at the discretion of the remaining Board members.

Section 10. Quorum: A majority of the Board of Directors shall constitute a quorum at all meetings of the Board and a majority vote of the Board members present shall decide all questions as specified elsewhere in these by-laws.

ARTICLE VI

Officers and Duties

Section 1. Officers: The officers of the Association shall be a President, President-Elect, Secretary, Treasurer, Immediate Past President, Diversity, Equity & Inclusion Officer and Learning & Development Officer.

Section 2. Term of Office: A Director may serve as an Officer for no more than four consecutive one year terms, with a maximum of two years in any one office.

Section 3. Election: These officers shall be selected by the Board and presented for approval by the membership at the annual meeting of the Association.

Section 4. 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. He/she shall be the Director who has just completed the term of President-Elect. The President holds ultimate responsibility for the payments, receipts and business transactions of the organization. The

President, in consultation with the Executive Committee, may appoint other board members to serve on the Executive Committee.

Section 5. President-Elect: The President-Elect shall perform the duties of the President of the Board if that officer is either absent or unable to serve, and shall assist the President in the business of the Association as needed and requested.

Section 6. Secretary: The Secretary shall be responsible for ensuring all routine correspondence necessary for the business of the Association is conducted, and shall keep a record of the minutes of all official meetings.

Section 7. Treasurer: The Treasurer shall oversee accurate record keeping of all receipts and expenditures and prepare monthly and annual reports. 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 will also be responsible for overseeing the development of the budget of the Association.

Section 8. Past President. The Immediate Past President shall organize and chair the Advisory Council to ensure that member voices from across the state are heard by the Board of Directors. The Immediate Past President shall also coordinate response to requests for training and presentations.

Section 9. Diversity, Equity and Inclusion Officer. The Diversity, Equity & Inclusion (DEI) Officer shall ensure that the DEI Policy and the values stated therein are upheld and reflected in all areas of the work of the Association.

Section 10. Learning and Development Officer. The Learning & Development Officer shall work with the Workforce Development and Endorsement team to coordinate development for the members and the board.

Section 11. Resignations and Vacancies: Any officer may resign from office at any time by written notice to the Board of Directors.

Section 12. Removal: Any officer or agent appointed or elected by the Board of Directors may be removed from office by a two-thirds vote of the Board whenever in their sole judgment the best interest 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.

ARTICLE VII

Committees

Section 1. Advisory Council: An Advisory Council of individuals with special expertise, knowledge and skill in the field of infant and early childhood mental health and in other related areas may be formed to provide feedback and assistance to the Board and the Association in accomplishing the mission and goals. The Immediate Past President shall chair the Council.

An effort shall be made to include representatives from various related professional sectors and from various geographic areas of the state. If regional groups of members become formally organized, each such group shall be entitled to a seat on the Council. Any such organized regional group of members shall encompass a geographic area of not less than a single county and its operating policies and practices shall be consistent with the detail and intent of these by-laws. The Advisory Council shall reflect the broad diversity of Oklahoma's families and the members of the organizations who serve them in terms of

demographics, professional scopes of work, geographic areas of our state, and other aspects that bring representative issues and perspectives to the attention of the Board. If regional groups of members become formally organized into a local chapter of the State Association, each such chapter shall be entitled to a seat on the Council. Any such chapter shall encompass a geographic area of not less than a single county, and its operating policies and practices shall be consistent with the detail and intent of these by-laws.

Directors who have completed their Board term(s) are invited to have a seat on the Advisory Council during the subsequent three years.

The Advisory Council shall meet at least one time each year, at a time conducive to the business at hand. Any member who misses two consecutive Advisory Council meetings will automatically be removed from the Council. Such member may be reinstated with approval by the Board as deemed appropriate.

Section 2. Executive Committee: An Executive Committee consisting of the President, President-Elect, Secretary, Treasurer and Immediate Past President will handle Board affairs as needed in those periods when the Board is not meeting.

Section 3. Other Committees: The Board of Directors may approve the establishment of other standing or ad hoc committees as needed to accomplish the work of the Association. The duties of all committees shall be prescribed by the Board. Any member in good standing is eligible to serve as a Committee chairperson. Chairs shall be recommended by the President of the Board of Directors. At least one member of each committee shall be a Board member and act as a Liaison to the Board of Directors and regularly report to the Executive Committee on committee activities as applicable.

ARTICLE VIII

Amendments

Section 1. Amendments: These by-laws may be amended at any annual or special meeting of the Association by a two-thirds vote of members present. Notice of proposed amendment(s) must be presented in writing and distributed to the entire membership at least 14 days prior to the meeting at which it is to be considered.

ARTICLE IX

Definitions

Member in Good Standing – Dues are current for the calendar year.

Written notice – May be by postal letter or electronic mail.