

BYLAWS
OF
FLORIDA ASSOCIATION FOR INFANT MENTAL HEALTH
ARTICLE I
ORGANIZATION

Section 1. **Organization.** The Florida Association for Infant Mental Health, is a Florida not-for-profit corporation (hereafter the "Organization") Which intends to affiliate with the World Association for Infant Mental Health.

TERRITORY AND OFFICE

Section 1. **Territory.** The territory covered by the activities of the Organization shall be the State of Florida.

Section 2. **Principal Office.** The principal office of the Organization shall be located at 1339 E. Lafayette Street in Tallahassee, Florida or at such other address as may be determined by the Board of Directors. The Organization may from time to time have such other offices as the Board of Directors may determine or as the affairs of the Organization may require.

Section 3. **Registered Office.** The Organization shall have and continuously maintain in the State of Florida, a registered office and a registered agent whose office is located in such registered office. The registered office may be, but need not be, located in the principal office of the

Organization. The address of the registered office may from time to time be changed by the Board of Directors.

ARTICLE II

PURPOSE

Section 1. **Scope.** The Organization has been organized to operate exclusively for charitable, educational and scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

Section 2. **Objectives.** To promote the understanding of infant mental health by professionals and the public, and to promote the development of programs that enhance infant mental health.

ARTICLE III

MEMBERSHIP

Section 1. **Eligibility.** Organizations or individuals that have an interest in and dedication to infant mental health may apply for membership in the Organization.

Section 2. **Class of Membership.** There shall be one class of membership, that of Active Member. Active Members are entitled to one vote

each on matters properly put before the membership for a vote and are entitled to other benefits determined from time to time by the Board of Directors.

Section 3. **Dues.** Active Members must pay annual dues set by the Board of Directors from time to time. Dues must be paid upon joining and thereafter by the end of January for the then current fiscal year. Any member who fails to pay his or her dues by April 1 will be suspended from active membership. Membership may be reinstated upon the payment of dues.

Section 4. **Meeting.** The Active Members of Organization will meet once annually at a time and place determined by the Board of Directors on at least 30 days notice in advance of the meeting. At the annual meeting, the Active Members shall consider nominees and elect directors to fill expired or open terms on the Board of Directors, consider any matters brought before it by the Board of Directors, and may take policy positions with regard to infant mental health. Other meetings of the membership may be called by the Board of Directors on 30 days notice in advance of the meeting.

ARTICLE IV

DIRECTORS

Section 1. **Powers of the Board.** The policies of the Organization shall be determined by its Board of Directors. All powers of the Organization may be exercised by or under the authority of the Board of Directors. The directors shall act only as a Board of Directors or as a committee thereof; individual directors shall have no power as such.

Section 2. **Qualifications.** Members of the Board of Directors of the Organization must be Active Members, residents of the State of Florida, but need not be citizens of the United States.

Section 3. **Number.** The number of directors of the Organization shall be not less than three (3) nor more than fifteen (15). Such number may be increased or decreased from time to time by the Board of Directors within the above described limits; however, no decrease shall have the effect of shortening the term of any incumbent director.

Section 4. **Election.** The members of the first Board of Directors shall be appointed by the Incorporator, 1/3 of the directors shall each serve for a term of one year or until a successor (shall have been) is elected and qualified, 1/3 of the directors shall each serve for a term of two years or until a successor shall have been elected and qualified, and 1/3 of the directors shall each serve for a terms of three years or until a successor shall have been elected and qualified. Thereafter, expired terms will be filled by those persons

elected by the Active members of the Organization at the Annual Membership meeting from a slate of persons nominated by the Board of Directors.

Section 5. **Term.** Except for the first Board of Directors, as described in Section 4, each director shall serve for a term of three years or until a successor shall have been elected and qualified. No director may serve for more than 2 consecutive three-year terms on the Board of Directors.

Section 6. **Resignation.** Any director may resign at any time by notifying the Board of Directors of Organization in writing. Such resignation shall take effect at the time specified therein. Acceptance by the Board of Directors shall not be necessary to make it effective.

Section 7. **Removal.** Directors may be removed from office at any time, with or without cause upon a majority vote of the remaining members of the Board of Directors.

Section 8. **Vacancies.** Vacancies from the Board of Directors shall be deemed to exist in the event of the resignation, removal, or death of a director, or in the event of an increase in the number of directors. The members of the Board of Directors may appoint a director to fill a vacancy until the next annual meeting of the membership at which elections for directors are held.

Section 9. **Executive Director.** The Board of Directors may in its discretion employ an Executive Director to perform such duties, as it deems

necessary. The Executive Director shall serve as an ex-officio member of the Board of Directors.

MEETINGS OF THE BOARD OF DIRECTORS

Section 10. **Location of Meetings.** Meetings of the Board of Directors, annual, regular, or special, may be held anywhere within the State of Florida and may be held by means of telephone conference or by e-mail if approved by a two-thirds vote of the Board of Director.

Section 11. **Regular Meetings.** There shall be four regular meetings of the Board of Directors annually, including one at the Annual Meeting. These may otherwise be held without notice at such time and place as shall be determined from time to time by the Board of Directors.

Section 12. **Call of Special Meetings.** The president of the board of the Organization may call, or upon the request of a majority of the members of the Board of Directors, the secretary shall call, special meetings of the Board of Directors.

Section 13. **Notice of Special Meetings.** Notice of special meetings of the Board of Directors shall be in writing, signed by the president or the secretary, and shall be served personally or sent to each director by mail or fax addressed to his or her last known address at least ten (10) days but not more

than fifty (50) days before the time designated for such meeting. Notice of special meetings shall state the time and place of the meeting; the purpose or purposes of such meetings need not be specified, unless otherwise required in the Articles of Incorporation or these Bylaws.

Section 14. **Waiver of Notice.** Whenever notice is required to be given to any director under the provisions of the Florida Not For Profit Corporation Act, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Such waiver need not specify the purpose or purposes of the meeting.

Section 15. **Quorum.** A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, unless otherwise required by the Florida Not For Profit Corporation Act, the Articles of Incorporation, or these Bylaws. However, if a quorum is not present at any meeting of the Board of Directors, those directors present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present.

Section 16. **Action by Majority Vote.** Except as required by the Florida Not For Profit Corporation Act, the Articles of Incorporation, or these

Bylaws, any action by a majority of the directors present at a meeting at which a quorum is present shall be deemed the action of the Board of Directors.

Section 17. **Action by Written Consent.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken; shall be signed by all of the directors.

Section 18. **No Compensation.** Members of the Board of Directors, except the Executive Director shall not receive compensation for their service to the Organization.

COMMITTEES

Section 19. **Designation.** The Executive Committee shall be composed of any three officers of the Board of Directors, including the president. The Executive Committee shall handle the business of the organization between Board Meetings. Actions of the Executive Committee must be ratified at the next Board meeting. The Board of Directors may also designate from time to time two (2) or more directors to serve on such other committee or committees as deemed necessary and proper. The president shall have the power at any time to: (i) designate a member of any such committee as its chairman; (ii) fill vacancies; (iii) change the membership of committees; or (iv) discharge a committee.

Section 20. **Powers.** Each committee shall have and may exercise such powers not inconsistent with the Florida Not For Profit Corporation Act, the Articles of Incorporation, or these Bylaws, as authorized by the Board of Directors. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law. The members of a committee shall act only as a committee.

Section 21. **Term.** Members of a committee shall serve for a term of one (1) years, or until they are replaced or reassigned by Board of Directors, or until their earlier resignation, removal, or death.

Section 22. **Meetings.** Meetings of a committee may be held anywhere within the State of Florida, and may be held by means of telephone conference. A majority of any such committee may fix the time and place of its meetings. Each committee shall keep records of its actions, and report such actions to the Board of Directors and the president.

Section 23. **Quorum.** A majority of the then serving members of any committee shall constitute a quorum. Any action of the majority of those present at a meeting at which a quorum is present shall be deemed the action of the committee, except when a committee has only two (2) members, then any action must be by unanimous consent.

Section 24. **Advisory Committee.** The Board of Directors may from time to time designate non-directors to serve as members of an Advisory Committee to the Organization and may authorize the Organization to compensate such Advisory Committee members and/or reimburse them for expenses incurred in connection with their service on such Committee.

ARTICLE V OFFICERS

Section 1. **Designation.** The officers of the Organization shall consist of a president, a vice president, a secretary, a treasurer, and the immediate past president. Should the Organization employ an executive director, the executive director shall serve (ex officio). Any two (2) or more offices may be held by the same person, except the offices of president and secretary.

Section 2. **Election.** The officers shall be elected by the Board of Directors at the first meeting following their appointment in the case of the first Board of Directors and subsequently at the first meeting following the annual membership meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient.

Section 3. **Term.** Officers shall serve for a term of one (1) year, until the next meeting following the annual meeting of the Membership and until their

successors are elected and qualified, or until their earlier resignation, removal, or death.

Section 4. **Resignations.** Any officer may resign at any time by notifying the Board of Directors in writing. Such resignation shall take effect at the time specified therein. Acceptance by the Board of Directors of such resignation shall not be necessary to make it effective.

Section 5. **Removal.** Any officer may be removed, either with or without cause, by a majority vote of the Board of Directors at any regular or special meeting.

Section 6. **Vacancies.** A vacancy in any office caused by resignation, removal, or death may be filled for the unexpired term of the predecessor in office by the Board of Directors at any regular or special meeting.

Section 7. **President.** The president shall have general supervision over the affairs of the Organization, and shall perform all duties incident thereto and have such power as may from time to time be assigned by the Board of Directors.

Section 8. **Vice President** The vice president, or if there is more than one (1), the vice presidents in the order so determined by the Board of Director, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties

and have such other powers as the Board of Directors may from time to time prescribe.

Section 9. **Secretary**. The secretary shall: (i) act as secretary of all meetings of the Board of Directors and of such other committees as the Board of Directors shall specify; (ii) keep the minutes thereof in the proper book or books; (iii) see that the reports, statements, and other documents required by law are properly kept and filed; and, (iv) in general, perform all the duties incident to the office of secretary and such related duties incident to the office of secretary as may from time to time be assigned by the Board of Directors or the chairman. The books, records, and papers, in the hands of the secretary shall at all times be subject to the inspection, supervision, and control of the Board of Directors and the president. At the expiration of his or her term of office, the secretary shall turn over to his or her successor in office all books, records, papers, and other properties of the Organization.

Section 10. **Treasurer**. The treasurer shall: collect and keep an account of all moneys received and expended for the use of the Organization; (ii)

deposit sums received by the Organization in the name of the Organization in such depositories as shall be approved by the Board of Directors; (iii) present reports of the finances of the Organization at each annual meeting and when called upon by the president; and, (iv) perform such related duties as shall be directed by the Board of Directors or the president. The funds, books, and vouchers in the hands of the treasurer shall at all times be subject to the inspection, supervision, and control of the Board of Directors and the president. At the expiration of his or her term of in office, the treasurer shall turn over to his or her successor in office all books, records, monies, and other properties of the Organization.

Section 11. **Other Officers.** Other officers elected or appointed by the Board of Directors shall, in general, perform such duties and have such powers as shall be assigned to them by the Board of Directors or the president.

ARTICLE VII

LIABILITY AND INDEMNIFICATION

Section 1. **Liability.** In the absence of fraud, the directors of the Organization shall not be personally liable for its debts, obligations, or liabilities.

Section 2. **Indemnification.** The organization shall indemnify any director or officer, or former director or officer against expenses actually and

necessarily incurred in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being, or having been, such director or officer, to the full extent permitted by law. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of the Board of Directors, or otherwise.

Section 3. **Prohibition Against Self-Dealing**. Anything contained in this Article to the contrary notwithstanding, the Organization shall in no event indemnify any person otherwise entitled to such indemnification if such indemnification would constitute "self-dealing" as defined in Section 4941 of the Internal Revenue code of 1954, as amended.

ARTICLE VIII

GENERAL PROVISIONS

Section 1. **Execution of Contracts**. The Board of Directors, except as otherwise provided in these Bylaws, may prospectively or retroactively authorize any officer or officers, agent or agents, in the name, and on behalf, of

the Organization, to enter into any contract, or execute and deliver any instrument as may be necessary to carry out the purposes of the Organization. Any such authority may be general or confined to specific instances.

Section 2. **Investments.** The Organization shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgment of the Board of Directors. The Board of Directors is restricted to the prudent investments, which a director is or may hereafter be permitted by law to make.

Section 3. **Books and Records.** There shall be kept at the principal office of the Organization, correct books of accounts of all the business and transactions of the Organization.

Section 4. **Depositories.** The funds of the Organization not otherwise employed shall from time to time be deposited to the order of the Organization in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be selected by any one (1) or more officers or agents of the Organization to whom such power may from time to time be delegated by the Board of Directors.

Section 5. **Signatories.** All checks, drafts, and other orders for payment of money out of the funds of the Organization, and all notes and other evidences of indebtedness of the Organization, shall be signed on behalf of the

Organization in such a manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the president of the Organization.

Section 6. **Annual Audit.** The Board of Directors may require an annual audit be made of the books and accounting records of the Organization.

Section 7. **Fiscal Year.** The fiscal year of the Organization shall be run from January 1st through December 31st of the same year.

Section 8. **Corporate Seal.** The Organization shall have the name of the Organization and the word "seal" inscribed on it, and may be a facsimile, engraved, printed, or an impression seal. The seal shall be in the custody of the secretary and used by him or her, or any other officer so authorized by the Board of Directors, by causing it, or a facsimile thereof, to be impressed, affixed, or reproduced otherwise on any instrument or document as may be required by law, these Bylaws, the Board of Directors, or the president. The presence or absence of the seal on a duly authorized document shall not constitute said document invalid.

ARTICLE IX

AMENDMENTS

These bylaws may be repealed or amended, and additional bylaws may be adopted, by a vote of the majority of the full board of directors. In order to be effective, any amendment approved hereby must be in writing and attached to these Bylaws.

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Amendment to Bylaws January 17, 2007

Article 4, section 2 **Qualifications**. Members of the Board of Directors of the Organization must be Active Members, but need not be citizens of the United States.

Wil Blechman 7/19/07 3:21 PM
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Article 4, section 3

The number of directors of the Organization shall be not less than three (3) nor more than Thirty (30).

Wil Blechman 7/19/07 3:18 PM
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