

BY-LAWS
OF
COALITION FOR CHILDREN'S BEHAVIORAL HEALTH, INC.

Amended
July 3, 2015

ARTICLE I
NAME

1.01 Corporation Name. The name of the corporation is the Coalition for Children's Behavioral Health Services, Inc. (the "Corporation"). The Corporation is a New York not-for-profit corporation serving the not-for-profit interests of voluntary not-for-profit agencies authorized by the State of New York to provide behavioral health services to children and families.

ARTICLE II
OFFICES

2.01 Principal Office. The principal office of the Corporation shall be located at the professional address designated from time to time by the Board of Directors.

2.02 Other Offices. The Corporation may also have offices at such other places as the Board of Directors from time to time determines.

ARTICLE III
PURPOSES AND POWERS

3.01 The purposes for which the Corporation is formed and the powers which may be exercised by the Corporation, in addition to the general purpose and powers conferred by law, are those set forth in its Certificate of Incorporation. The Corporation is organized and operated exclusively for public purposes and is organized and authorized to do everything suitable and permissible and in having and exercising any and all powers, rights and privileges which a corporation organized under the Not-For-Profit Corporation Law and the other laws of the State of New York may now or hereinafter have or exercise by law for the accomplishment of its public purposes. All of the powers of this corporation shall be subject to and shall be exercised in accordance with the Corporation's By-Laws, and the laws of the State of New York and the United States, as amended from time to time, and as may more fully set forth in the Certificate of Incorporation. Nothing stated herein shall authorize the Corporation to engage in any activity in conflict with any provision of the New York State Public Health Law, the New York State Education Law, or any law or statute of the State of New York or the United States. The Corporation is organized exclusively for one or more of the following purposes:

- (a) provide information to the public regarding residential, in-home and community based behavioral health services for children and families;
- (b) provide information to the public regarding emotional, behavioral and physical health challenges affecting children and their families;
- (c) provide a forum for the exchange of information, communication and mutual problem-solving among agencies providing behavioral health and physical health services to children and their families;
- d) provide training and consultation to member agencies to promote family driven care; support members to advocate for increased family and youth peer support and; provider opportunities for families to advocate on behalf of their children;
- e) Include, support and promote the role of family and youth involvement in decision-making efforts;
- (f) provide training for children's behavioral health staff to promote the interest of children with serious emotional disturbances and their families and promote the delivery of high quality, effective children's behavioral health services.
- (g) make available the results of nonpartisan analysis, study or research regarding the provision of behavioral health services to children with behavioral health challenges and their families and to the public including; parents, families, youth, caregivers, child-serving agencies, government, educational institutions and other interested stakeholders;
- (h) provide technical advice and assistance to member agencies and to agencies developing children behavioral health services. ; and
- (i) work in cooperation with other organizations, government officials and state agencies to effectuate the foregoing purposes.

**ARTICLE IV
MEMBERSHIP AND REPRESENTATION**

4.01 Admission to Membership. The Members of the Corporation shall be those organizations admitted to Membership pursuant to procedures specified in these By-Laws. Members shall be admitted upon a Board resolution accepting a qualified application and upon payment of appropriate dues.

4.02 Provider Membership. Any New York State voluntary not-for-profit agency providing –behavioral health services to children and their families shall be eligible to become “Provider Members”. Such Provider Groups include Residential Treatment Facilities, Children's Community Residences, Clinics, Day Treatment Services, and Home and Community Based Waiver Programs. Other Provider Groups with similar interests may be identified as deemed appropriate by the Board.

- a) Provider Member: A Provider Member’s designated representative shall be entitled to:
 - i. Serve as an officer or as a member of the Board of Directors of the Coalition’
 - ii. serve as a chairperson or co-chairperson of any provider group or committee.
 - iii. Each Provider Member shall have one vote in the election of the Board of Directors, and one vote on any matter coming before the membership fo the Coalition, which single vote shall be cast by the respective agency’s designated representative.

4.03 Allied Membership: Organizations that desire to support the work of the Coalition, and whose objectives complement those of the Coalition shall be “Allied Members”.

- a) Allied Member: An Allied Member’s designated representative shall be entitled to:
 - i. Serve on a Provider Group or committee, but may not be elected to serve as an officer or as a member of the Board of Directors; and may not be designated as a chairperson of a division or committee of the Coalition. Allied Members shall not have voting rights.

4.03 Individual Members. Any person associated with a Provider Member may be a Member

ARTICLE V MEMBER MEETINGS

5.01 Place of Meeting. All meetings of Members shall be held at such a place or via webinar,conference call or other electronic communication as shall be determined by the Board of Directors and stated in the notice of meeting.

5.02 Annual Meeting. A meeting of the Members of the Corporation shall be held annually at a time and place selected by the Board of Directors. The Membership shall elect the Directors at the Annual Meeting from among the slate presented by the Nominating Committee and the other persons nominated pursuant to these By-Laws. The Directors shall elect officers at the first Board of Directors Meeting following the Annual Meeting. The Membership shall transact at the Annual Meeting such other business as may properly come before the Members.

5.03 Regular Meetings. Other regular meetings of the Membership may be scheduled by the Board of Directors.

5.04 Special Meetings. Special meetings of Members may be called by a majority of the Board of Directors or the President and shall be called by the President or Secretary at the written request of twenty-five (25%) percent of the Members. The request shall state the purpose or purposes for which the meeting is to be called.

5.05 Notice of Meetings. Except as otherwise provided by statute, written notice of the time, place and purpose of a meeting of Members shall be given personally or by mail, or by electronic mail not less than five (5) or more than sixty (60) days before the date of the meeting. No notice need be given on an adjourned meeting of Members provided the time and place to which such meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting.

5.06 Quorum. Except as otherwise provided by law, at any meeting there must be present in person or by proxy at least thirty-three and one-third percent (33-1/3%) of the Provider Members entitled to cast votes in order to constitute a quorum. Whether or not a quorum is present, a meeting of Members may be adjourned by a vote of the Members present.

5.07 Voting. Each Provider Member is entitled to one (1) vote on each matter submitted to a vote at a meeting of Members. When an action, other than the election of Directors, is taken by a vote of the Members, it shall be authorized by a majority of the votes cast by Members in person or by proxy. Except as otherwise provided by the Certificate of Incorporation, Directors shall be elected by a plurality of the votes cast at any election

ARTICLE VI BOARD OF DIRECTORS

6.01 General Powers. The Corporation shall be managed by the Board of Directors. Directors shall represent the broad range of agency Membership.

6.02 Powers and Duties. Subject to any limitation in the Certificate of Incorporation and these By-Laws, and the laws of the State of New York, the Board shall have the responsibility and authority to supervise and direct the activities and resources of the

Corporation, and to conduct all business and affairs of the Corporation in furtherance of its mission and goals. The property, affairs, activities, business and concerns of the Corporation shall be vested in and managed by the Board which, in connection therewith, may devise and carry into execution such measures as they term proper and expedient to promote the objectives of the Corporation.

Without limiting such general powers, the Board of Directors shall have the following specific powers and duties:

- (a) to employ, remove, fix the compensation of, and prescribe the powers and duties of the Executive Director. The Board shall review on an annual basis a written evaluation of the Executive Director, which shall be performed by the President in consultation with the Executive Committee;
- (b) to cause to be kept a complete record of all minutes and acts, and to present a full statement at the Member meetings showing in detail the condition and affairs of the Corporation;
- (c) to manage the affairs of the Corporation and report such activities to the Membership at the annual meeting;
- (d) to manage all property, real and personal, the Corporation, may acquire;
- (e) to approve and authorize all unusual and extraordinary expenditures of the Corporation's funds and all transactions outside the ordinary course of business;
- (f) to adopt the annual budget for the Corporation;
- (g) to establish committees and define their duties, except as otherwise provided in these By-Laws; and
- (h) To fill Board vacancies consistent with the intent of the By-Laws.

6.03 Board Composition. The Board of Directors shall consist of between nine (9) and eighteen (18) Directors, and shall include within its number as *ex officio* Directors the President, the Immediate Past President, the Vice Presidents, the Secretary and the Treasurer. The Board shall include at least three (3) At-Large Members, who shall be a youth, parent or family representative, one (1) of whom will represent upstate and one (1) of whom will represent downstate, and who will be included on the slate proposed by the Nominating Committee upon the recommendation of the President. At-large members may be the Chairperson of adesignated

Provider Group and other Members as nominated pursuant to these By-Laws. The Directors shall be elected by the Members at each Annual Meeting of the Corporation from the slate of candidates submitted by the Nominating Committee or from the additional nominations. Additional nominations may be made by any Member by submitting such nomination to the Corporation in writing at least sixty (60) and not more than one hundred and eighty (180) days before the Annual Meeting of the Members.

6.04 Terms. Each Director's terms shall be two (2) years. No director shall serve more than three (3) consecutive terms as a Director, but may be reelected after a lapse of at least one (1) year. A Director serving out the unexpired term of another Director shall be considered to have served such term for purposes of this paragraph only if more than one and one-half (1-1/2) years remain on such unexpired term.

6.05 Resignation from the Board of Directors. A Director may resign at any time by giving written notice to the President or the Secretary of the Corporation. Provided that there would remain after resignation a number of Directors sufficient to carry-out the business of the Corporation, and unless otherwise specified in the notice, the resignation shall take effect upon receipt. In the event a Director's resignation would cause a legally insufficient number of Directors upon the resignation, such resigning Director's resignation shall not take effect until a successor is appointed or elected and takes office.

6.06 Removal of Directors. Any Director may be removed for cause by the Members or the Board. Any or all the Directors may be removed without cause by the Members.

6.07 Board Vacancies. Vacancies occurring on the Board of Directors shall be filled by vote of a majority of the remaining Directors. An individual designated by the Board to fill such vacancy shall hold office for the unexpired term of his or her predecessor.

6.08) Annual Meeting. The Board of Directors shall meet each year at the time of the annual meeting of Members, or within one (1) month following if such later time is deemed advisable, at the place where such meeting of Members has been held or such other place as the Board of Directors may determine.

6.09 Regular and Special Meetings. Regular meetings of the Board of Directors will be held at least two (2) times per year at places the majority of the Directors may, from time to time, determine at a prior meeting, or as shall be directed or approved by the vote or written consent of all the Directors. Special meetings of the Board of Directors may be called by the President and shall be called by the President or Secretary upon the written request of one-third (1/3) of the Directors.

6.10 Notices. Five (5) days prior notice shall be required for the annual meetings of the Board of Directors. Seven (7) days written notice via mail or electronic mail shall be given for special meetings of the Board of Directors, and such notice shall state the time, place and purpose or purposes of the meeting.

6.11 Quorum. A majority of the Board of Directors then in office constitutes a quorum. The vote of a majority of the Directors present at any meeting at which there is a quorum shall be required for action of the Board of Directors, except as a larger vote may be required by the By-Laws, the Certificate of Incorporation or law. A Director may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner constitutes presence at the meeting.

ARTICLE VII QUALIFICATIONS AND DUTIES OF OFFICERS

7.01 Officers. The officers of the Corporation shall be the President, the Immediate Past President, the Vice President from the Upstate Group of Provider Members, the Vice President from the Downstate Group of Provider Members, the Secretary and the Treasurer. Any two (2) or more offices can be held by the same person, except the offices of President and Secretary.

7.02 Removal. The Members of the Corporation or the Board may, with or without cause, remove any officer of the Corporation.

7.03 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board of Directors.

7.04 The President. The Presidency shall be appointed by the Board from among those persons who have served as a Director. The President shall preside at all Board meetings, all membership meetings, and any committee meetings he or she may attend. The President shall be an *ex officio*, member of all Committees established by the Board of Directors, but without the right to vote, except in the Board of Directors meetings. The Board of Directors may assign additional duties to the President, as deemed appropriate by the Board.

7.05 The Vice Presidents. There shall be two (2) Vice Presidents, one (1) from among the downstate Provider Members, and one (1) from among the upstate Provider Members. The Board shall appoint the Vice Presidents from among those persons who have served at least one (1) year as a Director or who have represented a Member in good standing for at least one (1) year. The Vice Presidents shall be responsible to report to the President on all issues of local concern, to serve on the Board of Directors and Executive Committee, to participate in setting the priorities and assigning the resources of the Corporation, and to preside and assume the duties of the President in order of seniority, in the absence of the President. The President may delegate additional duties to the Vice President.

7.06 Immediate Past President. The Immediate Past President shall serve as an officer upon appointment by the Board, after the completion of at least one (1) two (2) year term as President and as a Board Member representative of a Provider Member in good standing. The

chief duties of the Immediate Past President are to advise the President in the fulfillment of the President's executive duties, and to serve as an *ex officio* member of the Board.

7.07 The Treasurer. The Board shall appoint the Treasurer from among those persons representing Provider Members in good standing. The Treasurer shall give a bond for the faithful discharge of his/her duty, in such sum and with such surety or sureties as the Board shall require. The Treasurer shall be *ex officio* a member of the Executive Committee, Chair the Fiscal Committee, and shall be the custodian of the financial assets of the Corporation. The Treasurer shall ensure accountability for the finances of the Corporation and report periodically on the finances to the Board, the Executive Committee and the Corporation. The Board of Directors may assign additional duties to the Treasurer.

7.08 The Secretary. The Board shall appoint the Secretary from among those persons representing Provider Members in good standing. The Secretary shall *ex officio* be a member of the Executive Committee. The Secretary shall be responsible to keep in good order all the records of the Corporation, to ensure that proper Minutes are taken and kept for meetings. The Secretary shall provide and keep record of all notices provide by the Corporation. The President may assign additional duties to the Secretary.

7.09 Term. The officers shall serve two (2) year terms provided that any officer whose term is expiring and whose successor has not yet taken office shall continue in office until their successor is qualified. Officers may serve no more than three (3) consecutive terms but may be reelected after a lapse of one (1) year. An Officer serving out an unexpired term of another Officer shall be considered to have served such term for purposes of this paragraph if more than one and one-half (1-1/2) years remained on such unexpired term.

ARTICLE VIII EXECUTIVE DIRECTOR

8.01 The Executive Director may but need not be an employee of the Corporation. The Executive Directors shall be appointed by the Board to serve as the Chief Executive of the Corporation and shall perform all such duties as usually pertain to this office, subject to the direction and control of the President. The Executive Director shall serve at the please of and report to the President. Subject to the above, he or she shall implement such policies as may be adopted and such orders as may be issued by the Board of Directors or by any of its committees to which the Board has delegated power for such action. The Executive Director shall act as the duly authorized representative of the Board unless the President is available to do so and unless the Board has specifically designated some other person for that specific purpose.

8.02 Subject to the limitations of Section 8.01, the Executive Director shall have, but shall not be limited to, the following authority and duties:

- (a) To oversee the day-to-day operation and administration of the Corporation in accordance with the budget approved by the Board.

- (b) To be responsible for carrying out all policies established by the Board.
- (c) To attend all meetings of the Board and appropriate meetings of its committees.
- (d) To submit regularly to the Board or its authorized committee periodic reports detailing the financial activities of the Corporation.
- (e) To prepare and submit such special reports as may be required by the Board.
- (f) To prepare or cause to be prepared a proposed budget for the Corporation showing the expected receipts and expenditures for approval by the Board.
- (g) To advise and make recommendations to the President and the Board relating to the operation of the Corporation and long-range planning.
- (h) To prepare and submit to the Board for approval a plan of organization of the personnel and others concerned with the operation of the Corporation.
- (i) To perform any other duty that may be necessary and incident to directions provided by the Board.

ARTICLE IX
EXECUTIVE COMMITTEE AND OTHER COMMITTEES

9.01 Appointments and Types of Committees. Committees shall be divided into standing committees, special committees and committees of the Corporation. The Standing Committees shall be the Executive Committee, the Fiscal Committee and such other Standing Committees as the Board may create. The Special Committees shall be such as the Board may create. The committees of the Corporation shall be the Nominating Committee and such other committees as the Board may create. The establishment and appointment of the members of all Standing Committees shall be by resolution adopted by a majority of the entire Board. The Board may establish by resolution such Special Committees as it deems appropriate, and the President shall appoint the members of such committees with the consent of the Board. There shall be at least three (3) Board Directors serving on each Standing Committee. Committee appointments for all Board Members shall expire upon the expiration of their term or terms as

Director. All committee members serve at the pleasure of the Board. The President shall designate the chair of each committee from among the members of such committee.

9.02 The Executive Committee. The Board by resolution adopted by a majority of the entire Board may designate from among its number an Executive Committee which shall include the President, the Vice Presidents, the Immediate Past President, the Secretary, the Treasurer and not more than three (3) Directors appointed by the Board on the recommendation of the President. The Executive Committee may include at least one (1) parent or family member, and such persons, shall be non-voting members of the Committee, unless such persons shall also be members of the Board of Directors, in which case they shall be voting members of the Executive Committee. The Executive Committee may act on behalf of the Corporation in any matter when the Board of Directors is not in session, except as otherwise provided below, and shall report to the Board of Directors the Committee's actions at the next meeting of the Board of Directors. The President shall be the Chairperson of the Executive Committee. The Executive Committee shall meet at the call of the President or upon the written request of a majority of the Committee members. The Executive Committee shall have all the authority of the Board except the following:

- (a) submission to Members of any action requiring Members' approval, as such;
- (b) filling of vacancies in the Board of Directors or in any committee;
- (c) fixing of compensation of the Directors for serving on the Board or on any committee;
- (d) amendment or repeal of these By-Laws or adopting of new By-Laws; and
- (e) amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable.

9.03 The Nominating Committee. The Nominating Committee shall nominate a slate of candidates for election to the Board at the Annual Meeting of the Members. Membership on this Committee shall have at least three (3) persons appointed by the Board from among the Directors among the Designated Representative of Members and shall at least include one (1) person from upstate, and one (1) from downstate.

ARTICLE X GENERAL PROVISIONS

10.01 Calendar. The Calendar Year shall be January 1st through December 31st.

**ARTICLE XI
PARLIAMENTARY AUTHORITY**

11.01 All meetings and business of the Corporation will be conducted under the provisions of Roberts Rules of Order (revised), except as superceded by these By-Laws.

**ARTICLE XII
FINANCES**

12.01 Dues shall be levied and collected from the Membership according to a formula approved by Members at its Annual Meeting.

12.02 The Board may suspend from Membership Members delinquent in dues for one (1) year or more until dues in arrears are paid, unless an exception is granted by the Board.

12.03 Dues for the fiscal year beginning January 1st shall be due on January 1st.

12.04 The Corporation may obtain charitable grants and gifts in order to support its activities.

12.05 The Board of Directors can propose that special assessments be made to the Membership in special circumstances. The Treasurer of the Board shall poll the Membership and if two-thirds (66 2/3%) of the Membership favor the assessment, it shall be made by the Board.

**ARTICLE XIII
AMENDMENTS**

13.01 Review. An *ad hoc* committee of the Board shall review these By-Laws at least every two (2) years for the purpose of determining and recommending to the Members any necessary or desirable revisions.

13.02 Amendment or Repeal. These By-Laws may be amended, repealed or replaced only by vote of the Members or the Board. Notice shall be given in accordance with these By-Laws prior to a meeting to consider such amendment, repeal or replacement of the By-Laws. Such notice shall fully present the current By-Laws and the proposed amendments thereof.

13.03 Notice of Proposed Amendments. Notice of the proposed By-Laws addition, amendment or repeal, together with a concise statement of the substantive changes and the text thereof, shall be given in the notice of such meeting or written vote unless such notice is waived in writing by all persons entitled to such notices.

ARTICLE XIV

NOTICES

14.01 Notice required to be given under these By-Laws to any Member, Director or Officer may be given by any one of the following methods: orally and confirmed by first class mail, by sending a telephone facsimile, email, hand delivery, or delivery by an overnight courier service. Notice shall be waived by any Director or Member who appears at any meeting and participates without objection. Notice may be waived by any Director or Member in writing before or after the event to which such notice applies.

14.02 Notice required to be given to any Member, Director, or Officer shall be given at the address, email or facsimile maintained by the Corporation. Any Member, Director or Officer may change their address for notification by mail or facsimile transmission.

ARTICLE XV INDEMNIFICATION

15.01 Any person, or his/her heirs, executors or administrators made a part to any action or suit or proceeding by reason of the fact he/she, his/her testator or interstate is or was a director, officer, employee or agent of the Corporation, shall be indemnified by the Corporation against judgments, fines amounts paid actually and necessarily incurred by him/her in connection with the defense of such action, suit or proceeding, or in connection with any appeal, unless it is adjudged in such action, suit or proceeding that such director, officer, employee or agent did not act in good faith for a purpose which he reasonably believed to be in the best interest of the Corporation, or, if in a criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful, or is established that there were acts of actual and deliberate dishonesty by the director or officer which were material to the cause of action so adjudicated or that he/she personally gained, in fact, a financial profit or other advantage to which he/she was not legally entitled. Such right of indemnification shall be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled by law.

ARTICLE XVI DISSOLUTION

16.01 The activities of the Corporation shall be so conducted that no part of its income or property and earnings shall inure to the benefit of any Member, director, officer, or other individual or institution or association. Upon dissolution, any assets of the Corporation shall be distributed to an organization enjoying an exempt status under Section 501(c)(3) of the Internal Revenue Code or successor statutory authority.