

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

Revision 05/07/2021

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. To promote and effect coordination among existing and proposed children's behavioral health agencies;
- b. To plan, advocate and develop a comprehensive range of essential behavioral health community-based services and associated support services for children and families;
- c. To establish and maintain affiliation with organizations with like purposes;
- d. To assist and cooperate with as well as advise state government with regard to services for children's behavioral health;
- e. To engage in activities to further the purposes of the Corporation, including but not limited to:

- i. disseminating information;
- ii. advocating for children’s behavioral health services;
- iii. promoting program and staff development and training;
- iv. including the family and youth voice in advocacy, policies and decision making;
- v. committing to justice, equity, diversity, inclusivity and belonging;
- vi. maintaining a liaison to the NYS Legislature, Executive and Administration; and
- vii. assisting in the development of standards, best practices and policies.

**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”.

- 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 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 of 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 committees, 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 committee of the Coalition. Allied Members shall not have voting rights.

4.04 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 virtual platform, 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 & Governance 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 Chairperson and shall be called by the Chairperson 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 President & CEO. The Board shall review on an annual basis a written evaluation of the President & CEO, which shall be performed by the Chairperson 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 Chairperson, the Immediate Past Chairperson, the Vice Chairperson, 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 & Governance Committee upon the recommendation of the Chairperson. The Directors shall be elected by the Members at each Annual Meeting of the Corporation from the slate of candidates submitted by the Nominating & Governance & Governance 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 thirty (30) 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 Chairperson 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 Chairperson and shall be called by the Chairperson 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 Chairperson, the Immediate Past Chairperson, the Vice Chairperson from the Upstate Group of Provider Members, the Vice Chairperson 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 Chairperson 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 Chairperson. The Presidency shall be appointed by the Board from among those persons who have served as a Director. The Chairperson shall preside at all Board meetings, all membership meetings, and any committee meetings he or she may attend. The Chairperson 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 Chairperson, as deemed appropriate by the Board.

7.05 The Vice Chairpersons. There shall be two (2) Vice Chairpersons, one (1) from among the downstate Provider Members, and one (1) from among the upstate Provider Members. The Board shall appoint the Vice Chairpersons 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 Chairpersons shall be responsible to report to the Chairperson 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 Chairperson in order of seniority, in the absence of the Chairperson. The Chairperson may delegate additional duties to the Vice Chairperson.

7.06 Immediate Past Chairperson. The Immediate Past Chairperson shall serve as an officer upon appointment by the Board, after the completion of at least one (1) two (2) year term as Chairperson and as a Board Member representative of a Provider Member in good standing. The Immediate Past Chairperson shall be affiliated with a Provider member agency. The chief duties of the Immediate Past Chairperson are to advise the Chairperson in the fulfillment of the Chairperson'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 Chairperson 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 PRESIDENT & CEO

8.01 The President & CEO may but need not be an employee of the Corporation. The President & CEO shall be appointed by the Board to serve as the Chief Executive Officer of the Corporation and shall perform all such duties as usually pertain to this office, subject to the direction and control of the Chairperson. The President & CEO shall serve at the pleasure of the board and report to the Chairperson. 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 President & CEO shall

act as the duly authorized representative of the Board unless the Chairperson is available to do so and unless the Board has specifically designated some other person for that specific purpose.

8.02 Subject to the foregoing limitations, the President & CEO shall have, but shall not be limited to, the following authority and duties: (i) to oversee the day-to-day operation and administration of the Corporation in accordance with the budget approved by the Board; (ii) to be responsible for carrying out all policies established by the Board; (iii) to attend all meetings of the Board and appropriate meetings of its committees; (iv) to submit regularly to the Board or its authorized committee periodic reports detailing the financial activities of the Corporation; (v) to prepare and submit such special reports as may be required by the Board; (vi) to prepare or cause to be prepared a proposed budget for the Corporation showing the expected receipts and expenditures for approval by the Board; (vii) to advise and make recommendations to the Chair and the Board relating to the operation of the Corporation and long-range planning; and (viii) to perform any other duty that may be necessary and incident to directions provided by the Board and may be outlined in the President & CEO job description.

ARTICLE IX EXECUTIVE COMMITTEE AND OTHER COMMITTEES

COMMITTEES OF THE CORPORATION

9.01 The Board by resolution may appoint, from time to time, any number of persons as advisors of the Corporation to act either singly or as a committee or committees of the Corporation. Each advisor shall hold office during the pleasure of the Board and shall have only the authority or obligations as the Board may, from time to time, determine.

Section 2. No Compensation. No advisor to the Corporation shall receive, directly or indirectly, any salary or compensation for any service rendered to the Corporation as a member of a committee of the Corporation, except that the Board may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

Appointments and Types of Committees.

Committees shall be divided into **Committees of the Board**, Special committees and Committees of the Corporation. The **committees of the board** shall be the Executive Committee, the Finance/Audit Committee and such **other Committees** as the Board may create. **There shall be at least three (3) Board Directors serving on each Committee of the Board.** The Special Committees shall be such as the Board may create. The committees of the Corporation shall be the Nominating & Governance Committee and such other committees as the Board may create. The establishment and appointment of the members of all Committees of the Board 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 Chairperson shall appoint the members of such committees with the consent of the Board. 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 Chairperson 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 Chairperson, the Vice Chairpersons, the Immediate Past Chairperson, the Secretary, the Treasurer and not more than three (3) Directors appointed by the Board on the recommendation of the Chairperson. 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 Chairperson shall be the Chairperson of the Executive Committee. The Executive Committee shall meet at the call of the Chairperson or upon the written request of a majority of the Committee members.

9.03 The Nominating & Governance Committee. The Nominating & Governance 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.

9.04 Finance Committee. The Finance Committee shall consist of the Treasurer and a minimum of three (3) Directors. The Finance Committee shall develop a budget, monitor Director compliance with the Conflict of Interest Policy and oversee the financial performance and operations of the Corporation, including oversight of the investments of the Corporation.

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 superseded 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 by April 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

CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

ARTICLE XIV

BOOKS

There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board.

ARTICLE XV

INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she or his or her testator was a Director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees. No indemnification may be made to or on behalf of any such person if: (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding; or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain all insurance policies deemed to be in the best interest of the Corporation including insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors, Officers and employees pursuant these Bylaws, or to indemnify such persons in instances in which they may be indemnified pursuant to these Bylaws.

ARTICLE XVI AMENDMENTS

These Bylaws may be amended or repealed by the Members of the Corporation at a meeting duly called for the purpose of altering these Bylaws. Any amendment or repeal of these Bylaws is authorized only at a duly called and held a meeting of the Members for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth in these Bylaws.

ARTICLE XVII NON-DISCRIMINATION

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference, mental or physical disability or any category protected by state or federal law.

ARTICLE XVIII REFERENCE TO CERTIFICATE OF INCORPORATION

References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these Bylaws. In the event of a conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.

ARTICLE XIX
DISSOLUTION

Dissolution. This Corporation may be dissolved by a two-thirds (2/3rds) vote of the Members approving a dissolution plan approved by the Board of Directors, so long as the affirmative votes cast in favor of the dissolution are at least equal to a quorum.