**MENTAL HEALTH AMERICA INDIANA**

**BYLAWS**

ARTICLE I - NAME

Section 1 The name of this organization is Mental Health Association in Indiana doing business as Mental Health America of Indiana (hereafter referred to as the “Association”).

Section 2 As a nonprofit corporation, the Association is chartered by the State of Indiana and is an affiliate of Mental Health America (national).

ARTICLE II - AFFILIATION

Section 1 This Association shall support Mental Health America (national) and its programs and contribute financially thereto.

Section 2 Affiliation with Mental Health America (national) shall be arranged on mutually satisfactory terms and may be terminated by the Board subject to ratification by the membership.

ARTICLE III- MISSION, OBJECTIVES

Section 1 “Our Mission is to work for Indiana's mental health and victory over mental illness.”

Section 2 The objectives of this Association shall be:

1. to advocate for the promotion and preservation of mental health and the prevention of mental illnesses and addictive disorders.
2. to provide for behavioral health education and training to the professional field, clients, family members, and the general public.
3. to provide treatment services and programs to persons with mental illness and addiction services.
4. to meet the needs of individuals suffering from mental illnesses and addictive disorders to reduce conditions which impede the attainment of mental health and recovery.
5. to provide information and education to the public and

stakeholders in Indiana regarding programs and public policy.

1. to provide services and programs to meet the needs of individuals suffering from mental illnesses and addictive disorders, to improve mental health and recovery, and to reduce conditions which impede the attainment of mental health and recovery.
2. to stimulate and support research into the causes, treatment, cure and prevention of mental illness and addictions and the promotion of mental health and recovery.

ARTICLE IV - MEMBERSHIP

Section 1 There shall be two (2) classes of membership - Voting and Individual.

Section 2 Voting members shall consist of the members of the Board and the members of the Advisory Boards of the Association’s programs. Individual members are persons who pay dues established by the Association. They are non-voting members of the Association.

Section 3 The following persons shall not be eligible for selection as a Delegate or Alternate or eligible for election to the Board:

1. Elected State Administrative officials.
2. Administrators or employees of any governmental health

agency.

1. Employees of state institution (except state educational institutions).
2. Employees of this Association.

ARTICLE V - FISCAL YEAR

Section 1 The fiscal year of this Association shall be July 1 to June 30

inclusively.

ARTICLE VI -MEETINGS

Section 1 The annual meeting of the Association shall be held at a time, place, and manner to be determined by the Board.

Section 2 Special meetings of members may be called by the Chair, by a majority of the Board, or by written petition signed by not less than one-tenth (1/10) of all Association members authorized to vote.

Section 3 A written, printed, or digital notice stating the place, day and hour of a meeting and, in case of a special meeting, the purpose for which the meeting is called, shall be delivered, mailed, or emailed by the Secretary, by the officer, or the person calling the meeting to each member of record entitled to vote at that meeting and the address, which appears on the records of the Association, at least ten (10) days before the date of meeting. Notice of any meeting of members may be waived in writing filed with the Secretary or by attendance in person.

Section 4 A quorum of the membership shall consist of the minimum number of the voting members or their properly selected alternates permitted by the laws of Indiana but not less than ten (10).

Section 5 The adoption of any resolution affecting the organizational structure of the Mental Health America of Indiana shall require a two-thirds (2/3) majority of the Members represented at a meeting of the Association.

Section 6 The time and place of regular Board meetings shall be determined by the Chair.

Section 7 A special meeting of the Board:

1. may be called by the Chair;
2. shall be called upon written request to the Secretary of any three (3) members of the Administration Committee or any ten

(10) members of the Board.

1. shall be held immediately following the adjournment of the annual meeting.

Section 8 Notice of special meetings of the Board shall be sent to all members of the board by the Secretary not less than ten (10) days prior to the meeting with the purpose of the meeting to be stated in the notice.

No notice is necessary for the meeting provided for in “Article VI, Section 11.”

Section 9 The Administration Committee shall meet:

1. at the call of the Chair, or
2. upon written request to the secretary by any three (3) members of the Committee.

Section 10 At least five (5) day’s notice shall be given for meetings of the Administration Committee.

Section 11 In the event of a disaster or emergency, the Board may waive the notice requirements and convene a meeting by whatever means necessary to discuss next steps for the continuation of business.

ARTICLE VII – ELECTIONS and VOTING

Section 1 Ten (10) members of the Board shall be elected by voice vote at the annual meeting of the Association to serve for a period of three (3) years or until their successors are elected and qualified.

Section 2 The officers shall be elected at a special Board Meeting immediately following the adjournment of the annual meeting. They shall be elected by voice vote to serve for one (1) year or until their successors are elected and qualified.

Section 3 The chairman of the Nominating Committee shall be the immediate past president of the Board.

Section 4 Members and Directors attending meetings of the Association in person or remotely are considered “present” for the purpose of a quorum and are eligible to vote.

Section 5 Ballots for voting on all Association business may be completed in person or by mail, email, telephonic, or tele video communication, but must be made within 24 hours of receipt, unless another deadline is determined by the Chair.

Section 6 Any action, which may be taken at a meeting of the Board Directors, may be taken without a meeting if, prior to such action, written

consents setting forth the action to be taken shall be signed by a majority of the members of the Board of directors and such written consents shall be filed with the minutes of the proceedings of the Corporation.

ARTICLE VIII - OFFICERS

Section 1 The Chair shall:

1. preside at all meetings of the Association and the Board;
2. appoint all standing committees subject to the approval of the Board;
3. be an ex-officio member of all committees;
4. work for the accomplishment of the objectives of the Association.

Section 2 The Chair - Elect shall:

1. preside in the absence of the Chair;
2. represent the Chair at functions of other organizations as assigned;
3. prepare for service as Association Chair.

Section 3 The Vice Chair of Advocacy shall:

1. preside as Chair of the Public Policy Committee;
2. report to the Board of Directors and Administration Committee on activities of the Committee and its subcommittees.

Section 4 The Vice-Chair of Consumer Affairs shall be responsible for consumer relations and services for Mental Health America and shall:

1. preside as Chair of the Depression & Bipolar Support Alliance Indiana;
2. report to the Board and Administration Committee on activities of the Depression & Bipolar Support Alliance Indiana.

Section 5 The Vice-Chair of Addiction Advocacy will be responsible for

consumer addiction advocacy for Mental Health America and shall:

1. preside as chair of the Indiana Addictions Issues Coalition, and
2. report to the Board and Administration Committee on the

activities of the Indiana Addiction Issues Coalition.

Section 6 The Vice-Chair of Infant and Toddler Services will be responsible for infant and toddler services for the Mental Health America and shall:

1. preside as chair of Infancy Onward, and
2. report to the Board and Administration Committee on the activities of Infancy Onward.

Section 7 The Vice-Chair for Certification will be responsible for certification and training in mental health and addictions for Mental Health America and shall:

1. preside as chair of the ICAADA and
2. report to the Board and Administration Committee on the

activities of ICAADA.

Section 8 The Vice-Chair for Addiction Services will be responsible for direct services in Addictions for Mental Health America and shall:

1. preside as chair of Emberwood which shall serve as the Association’s Clinical Committee, and
2. report to the Board and Administration Committee on the activities of Emberwood and the Clinical Committee.

Section 9 The Vice-Chair for Family Advocacy with prenatal exposure to addictive substances will be responsible for family advocacy for Mental Health America and shall:

1. preside as chair of the Indiana Alliance;
2. report to the Board and Administration Committee on the activities of the Indiana Alliance.

Section 10 The Vice-Chair for Residential Services will be responsible for housing and residential services for Mental Health America and shall:

1. preside as chair of the Indiana Affiliation of Recovery Residences;
2. report to the Board and Administration Committee on the activities of the Indiana Affiliation of Recovery Residences.

Section 11 The Vice-Chair for Suicide Prevention will be responsible for suicide prevention programing and advocacy for Mental Health America and shall:

1. preside as chair of the Indiana Suicide Prevention Network, and
2. report to the Board and Administration Committee on the activities of the Indiana Suicide Prevention Network.

Section 12 Secretary shall:

1. record the proceedings of the Association, the Board, and the Administration Committee and have custody of the official minutes book;
2. maintain copies of the minutes of meetings of the Association, of the Administration Committee, and of meetings of the Board;
3. maintain a copy of the Articles of Incorporation, the Bylaws, and all Standing Rules;
4. have notice of meetings of the Administration Committee sent at least five (5) days prior to the meeting;
5. have notice of meetings of the Board sent at least ten (10)

days prior to the meeting;

1. keep at all times at the principal office of the corporation a complete and accurate list of all members entitled to vote;
2. perform all other duties usually pertaining to the office.

Section 13 The Treasurer shall:

1. preside as chair of the Administration Committee.
2. direct the office in keeping an accurate record of receipts and

disbursements of the funds of the Association;

1. disburse funds only in accordance with the adopted budget or upon special authorization by the Board of Administration Committee, or in the event of emergency by authority of the Chair;
2. submit a financial statement to the Board at each annual meeting;
3. submit an annual audited financial statement to the Board and the Association;
4. be bonded for an appropriate amount;
5. keep full and complete books and records, which shall show at all times the financial condition of the Association.

Section 14 Each officer shall transfer all official records of the office to his/her successor within ten (10) days of succession.

ARTICLE IX - BOARD OF DIRECTORS

Section 1 a. The Board shall be composed of lay and professional members chosen with due regard for geographic distribution, variety of professions, and fields of interest in mental health.

1. Not more than one-third (1/3) of the members of the Board shall be professionally engaged in the clinical mental health field.
2. No elected state administrative official and no administrator or employee of governmental health agencies or institutions shall be eligible to serve as members of the Board, but they may serve as committee members or as consultants to the Board or any of its committees. The provision of this section shall not apply to the staff of state educational institutions.
3. No person receiving monetary compensation from this Association and no employee of this Association, shall be eligible to serve as a member of the Board.
4. Board members may serve two (2) full consecutive three (3) year terms and may be eligible for re-election to the Board.

Section 2 The Board shall consist of thirty (30) members. Failure to attend two

(2) consecutive Board meetings without an excuse acceptable to the Board may create a vacancy if approved by the Board.

The Board shall have the power to remove any member of the Board

for cause by majority vote of all members of the Board.

Board members who have served a maximum of two (2) full consecutive three (3) year terms, but whose support for the organization has extended throughout every aspect of their life, may be granted Director Emeritus status with a two-thirds (2/3) vote of the Board and shall be lifetime members of the Board with voice and vote.

Section 3 The Board shall:

1. conduct the business of the Association between meetings of

the Association, focusing on policy and mission activities;

1. fill vacancies occurring within its body until the next annual meeting of the Association through a majority vote of those present and voting;
2. employ the President and CEO, set his/her salary and define his/her duties through the Administration Committee;
3. appoint special committees as deemed necessary;
4. report to each meeting of the members of the Association;
5. file an annual report with the Secretary of State accompanied by a filing fee.

Section 4 A quorum of the Board shall consist of one-third (1/3) of the members

of the Board.

ARTICLE X - ADMINISTRATION COMMITTEE

Section 1 The Administration Committee shall serve as the “Audit Committee” and consist of the Officers, the immediate past chair, and past chairs currently on the Board for a term of one (1) year or until their successors are appointed, subject to the approval of the Board.

Section 2 The Committee shall conduct necessary business of the Association between meetings of the Board, focusing on organizational and financial issues and shall report its actions to the next meeting of the Board. Organizational decisions shall stand as decisions of the Board. Issues of a policy nature will be presented for ratification.

Section 3 The Committee shall advise the President on the employment of personnel and on personnel problems; shall make recommendations to the Board regarding the employment of the President and his/her duties and responsibilities; and shall determine the salary of the President for the succeeding fiscal year. It shall review the financial management of the Association and may make such other recommendations to the President or to the Board regarding the President or to the Board regarding financial and personnel policies and practices as it deems appropriate.

Section 4 A quorum of the Administration Committee shall consist of four (4) members.

ARTICLE XI - STANDING COMMITTEES

Section 1 Standing Committees shall be appointed by the Chair subject to the approval of the Board.

Section 2 Standing Committees shall include the Public Policy Committee.

Section 3 The Public Policy Committee shall make recommendations to the Board regarding the Association’s legislative and administrative agenda for advocacy.

Section 4 Special committees may be appointed by the Chair, the Administration Committee, or the Board as deemed necessary.

ARTICLE XII - PRESIDENT

The President and Chief Executive Officer, under the direction of the Board, shall administer the programs and policies of the Association as established by the Association or the Board of Directors.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

“ROBERT’S RULES OF ORDER, REVISED” (1990) shall govern all proceedings of the Association not provided for in these Bylaws, the ARTICLES OF

INCORPORATION, or the INDIANA GENERAL NONPROFIT CORPORATION ACT.

ARTICLE XIV - AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the Directors present and voting at any regular meeting of the Board. These Bylaws may also be amended by a majority vote of the Association voting membership present at an annual membership meeting or at a meeting called for such purpose.

*Reviewed and last amended September 2023.*