

# BYLAWS

## KANSAS MENTAL HEALTH COALITION, INC.

*Rev. Jan. 9, 2006, Rev. May 26, 2010, rev. Oct. 27, 2010, rev. Oct 24, 2012, rev. May 23, 2018.*

### ARTICLE I: IDENTIFICATION

**Section 1: Name** The name of the corporation is Kansas Mental Health Coalition, Inc., hereafter referred to in this document as the “Coalition”.

**Section 2: Address of Principal Office** The address of the registered office of the corporation is 430 N. Washington, P.O. Box 363, in the City of Lindsborg, County of McPherson, Kansas 67456-0363. The corporation, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution, the resident agent at such resident office may be changed to any other person or corporation, including itself. Upon adoption of a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State.

**Section 3. Other Offices** Branch or subordinate offices may at any time be established by resolution of the Board of Directors at any place or places where the corporation is qualified to do business.

### ARTICLE II: PURPOSE

**Section 1. Mission.** The mission of the KANSAS MENTAL HEALTH COALITION, INC. is to convene disparate individuals and groups of mental health consumers, their parents and family members and advocates, professionals and agencies who provide mental health services, to develop, support and sustain a shared agenda for educating and informing Coalition members and the public, including policy makers, about a mental health system of care that is responsive to the needs and concerns of consumers and families in Kansas.

**Section 2. Goals.** The goals of the KANSAS MENTAL HEALTH COALITION, INC. include but are not limited to the following:

- A. To support, promote, and facilitate collaborative efforts among members,
- B. To increase awareness of mental health issues and the role of mental health service providers,
- C. To examine critical policy and regulatory issues affecting members and Kansans,
- D. To reduce stigma attached to mental health services,
- E. To promote evidence-based practices to advance recovery and improve the quality of life of individuals with severe emotional disorders (SED) or mental illness and their family members, and
- F. To examine the effectiveness of and recommend improvements to the mental health system and mental health care providers.

**Section 3. Activities.** The Kansas Mental Health Coalition, Inc. will work to fulfill the common interests and mission of the membership through the following activities:

1. Promotion of appropriate, workable standards for effective treatment, rehabilitation and recovery services.
2. Identification of unmet mental health care needs with effective advocacy for improvements in mental health care services for the benefit of consumers and families.
3. Encouragement, support and endorsement of effective training programs designed to promote the competency of staff within the mental health profession.
4. Encouragement and support for upgrading standards of performance consistent with the maintenance of cost effective operations within integrated mental health service systems.
5. Promotion of increased private and public (governmental) funding commensurate with the scope of the challenges presented by mental health issues.

6. Initiation, advocacy and support of state legislative and departmental actions, regulations and policies in order to enhance mental health care services and program effectiveness and accessibility to all Kansas citizens.
7. Encouragement of professional growth and development through facilitation of a closer and supporting relationship amongst members of the Coalition.
8. To conduct any other activities consistent with the tax exempt purposes for which this organization was formed.

### **ARTICLE III: MEMBERS**

Membership is open to any business, not-for-profit agency, organization or individual who has an interest in the mental health care system in Kansas, by application and payment of membership dues. Additional membership qualifications may be established and modified by the Board of Directors from time to time. All members of the organization will be classified as voting members.

Membership shall be on an annual basis, with the membership year being January 1 through December 31. An individual or organization is considered a member in good standing, with the rights of voting, board service, listing on roster and public materials, and contribution of issues to the annual policy platform when they have both completed the membership form and are current on payment of assessed dues or agreed upon dues payment plan. New members who join at a time other than the beginning of the membership year shall be assessed partial first year dues based on the number of months as a member.

The Board will establish membership categories with an accompanying dues assessment for each membership category established. Membership shall be renewed annually, regardless of whether a dues payment is associated with that membership category. Dues not paid by March 31 for the current membership year will be considered delinquent unless the Board has approved a payment plan and/or deferred payment of dues to meet unique circumstances. Members who are delinquent in payment of their dues or fail to submit a renewal shall be notified in writing by the Secretary within 30 days of the delinquency. Absent a plan for the deferred payment of dues, members will lose their membership rights within 30 days of such notification.

Each member, whether an individual or an agency, business or organization is entitled to one vote regardless of the number of mental health care professionals or agencies that may be affiliated with the member.

**Membership Roster.** The Secretary will ensure that a current membership roster is maintained and published for all members twice annually by June 30<sup>th</sup> and December 31<sup>st</sup>. The membership roster will identify the designated voting members for organizations and the category of membership which applies to each member.

### **ARTICLE IV: MEETINGS OF MEMBERS**

**Section 1. Annual Meetings** The annual meeting of the members shall be held in the month of May of each year on a date selected by the members not later than the membership meeting in March, for the purpose of electing the officers and directors of the organization, and for the transaction of such other business as may come before the meeting. If it is impossible to hold the annual meeting on the date selected, the Board of Directors may designate another date for the annual meeting not later than August 31<sup>st</sup> of that year. In this event, members must be notified in writing at least 30 (thirty) days prior to such meeting. If the election of Directors shall not be held on the designated date for the annual meeting, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the members or by first class mail as soon thereafter as convenient.

**Section 2. Place of Meeting** Annual Meetings shall be held within or outside of Kansas, including conferencing via any audio or audio-visual device, via the Internet or via any means of conferencing whether now in use or invented in the future, which allows the participants to hear each other and as designated by the President or by the Board of

Directors. The President or the Board of Directors may designate any place in or out of the State of Kansas, including conferencing via the Internet as the location for any special meeting.

**Section 3. Notice of Meetings.** Unless otherwise specified in these Bylaws or Kansas law, written or printed notice stating the place, date, and hour of any meeting, the purposes for which the meeting is being called, nor more than thirty days before the date of the meeting, either personally or by regular mail or by email to each member. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation with postage thereon prepaid. (See Article XV)

**Section 4. Quorum.** At all meetings a quorum shall consist of 12 members. At any regular or special meeting, a member entitled to vote as provided in Article III shall be entitled to vote in person or by electronic means and shall be entitled to cast one vote.

**Section 5 Special Meetings** Special meetings of members may be called by the President or a majority of the voting members for the purpose of transacting such business as may come before the meeting. Special membership meetings shall be scheduled and conducted as specified in Article IV, Sections 4 and 5.

#### **ARTICLE V: DECISION-MAKING**

It is the intent of the organization to act by consensus (general agreement) whenever possible. When consensus is not achieved and a formal response is appropriate or necessary, a majority of the voting members present may, but are not required, reach a decision by means of a majority vote. If so, then Robert's Rules of Order will be followed. Directors of the Board may also declare all or a portion of any meeting a "discussion period" during which no rules apply, and during which free and open discussion of issues and other matters may occur without decisions being made.

#### **ARTICLE VI: BOARD OF DIRECTORS**

**Section 1 Directors – Powers and Responsibilities** The business and affairs of the corporation shall be managed by the Board of Directors. The Board shall have the powers and duties necessary or appropriate for the administration of the affairs of the corporation. All powers of the corporation except those specifically granted or reserved for the members, in the Articles of Incorporation, or these Bylaws shall be vested in the Board. Each member of the Board shall maintain an awareness of issues relevant to the organization and participate in meetings in a manner consistent with each Board member's duties of loyalty and care to the Kansas Mental Health Coalition, Inc.

**Section 2 Number, Tenure and Qualifications** . The number of directors shall be no fewer than nine (9) and no more than fifteen (15) until changed by amendment of this bylaw. Each director shall hold office for a term of three (3) years. Directors may serve consecutive terms.

**Section 3 Annual and Regular Meetings** The annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately before, and at the same place as, the annual meeting of members. The Board of Directors shall meet at least three times per year, at a place and time to be designated by the President. One of the three meetings may be the annual meeting. The Board of Directors may provide, by resolution, the time and place for the holding of additional or regular meetings, without further notice than such resolution. Regular meetings may be held by teleconference, including conferencing via any audio or audio-visual device, via electronic transmission or via any means of conferencing, as designated by the President or by the Board of Directors, whether now in use or invented in the future, so long as proper notice has been given, a written agenda is provided by mail or electronic transmission at least two days prior to the meeting, the meeting is properly convened, minutes are taken, and other procedures for considering matters before the Board and the methods of taking decisions by the Board are the same as if the Board was meeting face to face.

**Section 4. Quorum.** A number equal to a majority of the total membership of the Board of Directors shall constitute a quorum for the transaction of all business at any meeting of the Board of Directors. If less than a quorum is

present at a meeting, the directors present may discuss matters and make recommendations to the Board as a whole, or adjourn the meeting without further notice. Any discussions or recommendations made during the course of such a meeting will not have any binding effect for any purpose.

**Section 5 Special Meetings** Special meetings of the Board of Directors may be called by or at the request of the President or a majority of directors. The Secretary may fix any place within or outside of the State of Kansas, including via any means of electronic transmission conferencing, for holding any special meeting of the Board of Directors called by them. Special meetings of the Board may be held by teleconference, including conferencing via any audio or audio-visual device, via the Internet or via any means of conferencing as designated by the President or by a majority of the Board of Directors, whether now in use or invented in the future, so long as proper notice has been given, if a quorum, as otherwise provided in these Bylaws, is present, a written agenda is provided at least two days prior to the meeting, the meeting is properly convened, minutes are taken, and other procedures for considering matters before the Board and the methods of taking decisions by the Board are the same as if the Board was meeting face to face.

**Section 6. Emergency Meetings.** Emergency meetings of the Board of Directors may be called by or at the request of the president or a majority of directors without two days prior notice required for special meetings, if immediate action is required in order to respond to government action, initiation of litigation involving the corporation or other matter requiring immediate action or response. The Secretary may fix any place within or outside of the State of Kansas for holding any emergency meeting and will provide notice to all members of the Board of Directors. Emergency meetings of the Board may be held by electronic transmission device whether now known or invented in the future so long as a majority of the members of the Board are present and can communicate with each other.

**Section 7 Notice** Except in the case of an emergency meeting (See Section 6. above) unless otherwise specified in these Bylaws, notice of any special meeting of the Board shall be given at least two days previous thereto by written notice delivered personally, or by email, or fax sent to each director as his/her name appears on the records of the corporation.

**Section 8 Waiver of Notice** Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 9 Manner of Acting** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. The Board may also act by written consent or approval of a majority of all the directors of the corporation, setting forth the action taken.

**Section 10 Vacancies** Any vacancy occurring in the Board of Directors may be filled at any time by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

**Section 11. Acceptance and Resignation.** Each Board member shall indicate acceptance of appointment to the Board of Directors of this organization verbally or in writing. A Board member may resign at any time, by presenting a written resignation to the President..

**Section 12. Compensation** Directors shall be precluded from receiving compensation for their services as Board members but shall be entitled to receive such amount, if any, as the directors may from time to time determine, to cover expenses of attendance at meetings. When the Board of Directors deems that the financial status of the corporation permits, directors may be compensated for mileage for attending regularly scheduled meetings of the Board and for mileage and meals for attendance at special meetings of the Board.

**Section 13 Directors – Removal from Office** A director may be removed from the Board, for cause, including but not limited to any change in circumstances that disqualifies the individual from membership eligibility in this organization, undue tardiness to meetings, lack of attendance at meetings or any conduct that is unprofessional, unethical or adversely affects the organization's reputation in the community by the vote of not less than 3/4ths of the remaining directors at any regular or special meeting of the Board of Directors, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the Director has been informed in writing of the charges against him/her at least 10 days before such meeting. The Director involved shall be given an opportunity to be heard at such meeting. Any vacancy created by the removal of a director shall be filled by a majority vote of the Board of Directors,

which may be taken at the same meeting at which such removal shall take place. Removal of a director will serve as removal as an officer, employee or other agent of the corporation, but will not automatically terminate membership in the organization.

**Section 14 Directors – Absence from Meetings** Any director who is absent from three (3) consecutive meetings without excuse satisfactory to the Board shall be deemed to have surrendered the office of director. That surrender will be noted in meeting minutes of the Board of Directors.

## **ARTICLE VII: OFFICERS**

**Section 1 Officers** The officers of the corporation shall be elected by the membership at the annual meeting. All officers will be members of the Board of Directors. The elected officers shall be as follows: President, a Vice-President, a Secretary and a Treasurer.

**Section 2 Election and Term of Office** The officers of the corporation shall be elected at the annual meeting of the members following the election of the directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Officers will be elected for a two (2) year term. In even years, the President and Secretary shall be elected. In odd years the Vice-President and Treasurer shall be elected. Newly elected officers will take office immediately. Each officer shall hold office until his successor shall have been duly elected or until he shall resign or shall have been removed in the manner hereinafter provided. An elected officer may serve no more than two (2) consecutive terms in the same office.

**Section 3 Removal of Officers of the Board** Any officer of the Board, officer of the corporation or agent elected or appointed by the Board may be removed by the Board with or without cause by 3/4ths vote of the remaining directors at any regular or special meeting of the Board of Directors. Removal of an officer will serve as removal as a director, employee or other agent of the corporation, but will not automatically terminate membership in the organization. (Article V. Section 13)

**Section 4 Vacancies** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any time by the Board for the unexpired portion of the term.

**Section 5 President.** The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all regular and special meetings of the Coalition and Board of Directors; represent the Coalition in any official capacity and perform all such duties as authorized by the Board of Directors, for the supervision and management of the Coalition. The President will be ex-officio member of all committees. The President or his designee shall sign all checks of the Coalition.

**Section 6 Vice-President.** The Vice-President shall exercise all duties of the President in the event of the absence or inability of the President to serve and shall perform such other duties as the President or the Board may assign.

**Section 7 Secretary.** The Secretary or his designee shall ensure that the following functions are completed: keep the minutes of all meetings of the Board, Annual and special meetings of the membership; issue all calls to meetings; be custodian of the corporate records; keep a register of all members and their post office addresses; prepare and cause to be delivered to the Secretary of State of Kansas, on forms prescribed and furnished by the Secretary of State, between the first day of January and by the 15<sup>th</sup> day of June of each year, an annual report in compliance with the provisions of the statutes of the State of Kansas; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.

**Section 8 Treasurer** The Treasurer shall be custodian of all funds and shall be empowered to disburse monies upon the approval of the Board of Directors or upon written order of the President within guidelines established by resolution of the Board of Directors. The Treasurer shall review the corporation's annual income in accordance with Article X, Section 2 of these Bylaws and also present a financial report at all annual and at all meetings of the Board of Directors.

**ARTICLE VIII: COMMITTEES**

**Section 1. Executive Committee.** At his/her discretion, the President may appoint an executive committee comprised of the other officers.

**Section 2. Other Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the directors then in office, may designate one or more committees; which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed upon it or him by law. All committee actions must be ratified or approved by the Board or a committee composed solely of Board members.

**Section 3. Advisory Committees to the Board of Directors.** The Board of Directors, may by resolution adopted by a majority of the directors then in office, authorize the creation and function of any number of advisory committees. Appointments to an advisory committee are not limited to members of the Board of Directors but are open to all persons, including members of this organization. Members of advisory committees shall serve at the pleasure of the Board of Directors of this organization. Any recommendations or findings of any such advisory committees will not be binding. Members of all advisory committees are to observe the procedures pertaining to the disclosure of conflicts of interest observed by the members of the Board of Directors.

**Section 4. Term of Office** Each member of a committee shall continue as such until a committee has completed its work and made a report to the Board, or; until notified by the committee chairperson or President of the Board that the work of the committee is completed.

**Section 5. Vacancies** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**ARTICLE IX: CONTRACTS, LOANS, CHECKS, DEPOSITS, AND FUNDS**

**Section 1 Contracts** No contract or instrument in the name of and on behalf of the corporation shall be effective until authorized by the Board of Directors by a resolution of the Board. The resolution of the Board may be general or confined to specific instances. Such authority may be general or confined to specific instances.

**Section 2 Loans** No loans shall be contracted on behalf of the corporation unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

**Section 3 Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, note or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner and at a designated depository as shall from time to time be determined by resolution of the Board.

**Section 4 Deposits** All funds of the corporation shall be deposited to the credit of the corporation in such bank, trust companies, or other depositories as the Board may select by resolution.

**ARTICLE X: BOOKS AND RECORDS**

**Section 1 Books and Records** The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, the Board, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members. All documents required to be made available pursuant to tax regulations, state or other statutes may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time during business hours subject to

reasonable prior notice or other appointed time arranged by the party requesting inspection and by the corporation's custodian of records and books.

**Section 2. Form 990.** Before or no later than February 15<sup>th</sup> of each calendar year, the Board of Directors will review the amount of revenue received during the previous calendar year to determine the necessity of filing Form 990. When required, the Board will either authorize the corporation's accountant or another knowledgeable person to prepare the form for the Board's review and approval.

#### **ARTICLE XI: FISCAL YEAR**

The first fiscal year of the corporation shall begin on the 18<sup>th</sup> day of June, 2004 and end on the thirty first day of December, 2004. Thereafter the fiscal year shall begin on the first day of January and end on the thirty-first day of December each year.

#### **ARTICLE XII: ANNUAL DUES AND TERMS**

**Section 1 Annual Dues** The Board of Directors shall determine or change at an annual or special meeting, the amount of any membership fees and dues to be assessed.

**Section 2 Membership Terms** Membership terms shall be twelve months in length beginning January 1<sup>st</sup> of each year.

**Section 3 Default and Termination of Membership** When any member shall be in default in the payment of dues for a period of one year year, her/his membership may thereupon be terminated by the Board of Directors until such times as all dues are current.

#### **ARTICLE XIII: SEAL**

The Board of Directors shall provide a corporate seal whenever necessary which, shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words, "Corporate Seal."

#### **ARTICLE XIV: WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, 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 deemed equivalent to the giving of such notice.

#### **ARTICLE XV: REPEAL OR AMENDMENT OF BYLAWS**

These Bylaws may be altered, amended or repealed in whole or in part by a vote of a two third written vote of the membership in attendance at any regular or special meeting of the Coalition, provided that written notice of such amendment, including provisions thereof, shall be furnished to the members of the Coalition at least thirty nor more than 60 days before such meeting. However, no such action shall change the purposes of the corporation so as to impair its right and powers under the laws of the State of Kansas, the regulations of the Internal Revenue Service, or to waive any requirement of any provision for the safety and security of the property and funds of the corporation or its members.

#### **ARTICLE XVI: CONFLICT OF INTEREST**

**Section 1. Requirement to Disclose.** Each Board member has a duty to disclose the existence of any and all potential conflicts of interest to the remaining Board members. Such disclosure is to be made immediately after the point in time when the Board member becomes aware that such a conflict may or may potentially exist. Any Board member with a conflict or potential conflict of interest must withdraw from participation in further deliberation on the issue and may not vote on the matter of whether or not a conflict of interest exists. If the Board, after full deliberation, determines no

conflict of interest exists, the Board member involved may rejoin the Board meeting and participate fully. If the Board determines a conflict of interest exists, the Board member involved may not participate in any discussion or vote on the matter pertaining to the conflict of interest.

**Section 2. Issues for Discussion Pertaining to Conflicts of Interest.** No contract or transaction between this corporation and one or more of its directors or officers, or between this corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers, are directors, officers, owners, employees, or spouse of any such person or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his/her or their votes are counted for such purpose, if either:

- a. The material facts as to his/her relationship or interest in the contract or transaction are disclosed or are made known to the Board of Directors or the committee, and
- b. The contract or transaction is fair as to the corporation and has been reviewed in accordance with any applicable Internal Revenue Regulations, as of the time the contract or transaction is authorized, approved or ratified by the Board of Directors or a committee thereof duly authorized. All Directors, including those not voting due to the existence of a possible conflict of interest or for any other reason or not participating in discussing or reviewing the matter to be approved, authorized or ratified, may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

**Section 3. Documentation of Disclosure and Board Decisions.** All disclosures and Board discussions and decisions shall be fully documented in minutes of the Board meeting. Such documentation can be by incorporation of committee meeting minutes if presented to the entire Board.

### **CERTIFICATION**

**KNOW ALL MEN BY THESE PRESENTS:**

That the undersigned secretary of this corporation identified in these Bylaws, does hereby certify that the foregoing Bylaws were duly adopted by the members of said corporation, as Bylaws of said corporation, on and effective the 27th day of October, 2010 at a duly constituted meeting of the members, and that they do now constitute the Bylaws of the said corporation.

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Secretary