NEBRASKA ASSOCIATION OF BEHAVIORAL

HEALTH ORGANIZATIONS

Bylaws

# **Article I – Name**

The organizations shall be known as the Nebraska Association of Behavioral Health Organizations (hereafter referred to as NABHO or the Association).

# **Article II – Purpose and Responsibilities**

## Section A – Mission, Vision and Core Values

## NEBRASKA ASSOCIATION OF BEHAVIORAL HEALTH ORGANIZATIONS – building a strong alliance to ensure quality behavioral health services, including substance use and mental health services, are accessible to everyone in our state.

VISION – For quality substance use and mental health services to become a central part of accessible healthcare in our state.

CORE VALUES –

* EXPERTISE – Knowledge and effective leadership in shaping and defining behavioral health services, including substance use and mental health.
* ALLIANCES – Partnerships and relationships with individuals/groups that share like missions and values
* ADVOCACY – Watchful voice that protects access to services as well as an individual’s strengths, rights and needs
* INTEGRITY – Professional competency of all service providers
* QUALITY – Services grounded in research, evidence-based or based on promising practices

**Section B – Responsibilities**

The Association shall indemnify a director, officer, or former director or officer made a party to a proceeding because such director, officer, or former director or officer is or was a director or officer of the association, against liability incurred in the proceeding, if the determination to indemnify such director, officer, or former director or officer has been made in the manner prescribed under law and payment has been authorized in the manner prescribed under law.

**Section C – Fiscal Year**

The fiscal year for the Association runs from July 1 through June 30.

# **Article III – Membership**

## Section A – Eligibility

Any behavioral health provider or consumer organizations in Nebraska, or those organizations whose states are geographically connected and serve Nebraska residents, shall be considered for membership in the Association. Other types of organizations that support the mission, vision and core values of the Association may also be considered for membership. No individual applications will be accepted for membership.

Member organizations can either be corporations, partnerships***,*** government or quasi-governmental entities with a mission or purpose consistent with the mission and principles of the Association, or meet the criteria below:

1. Have a mission or purpose consistent with the Association’s mission and principles.
2. Have elected or appointed officers.
3. Have a defined membership.
4. Meet regularly to accomplish the organization’s mission and purpose as evidenced by meeting minutes.

## Section B – Process

A list of potential new members will be presented to the Executive Committee to ensure the organizations meet the above stated eligibility requirements. After that review, candidates for membership shall meet with the Executive Director, and/or a member of the Membership Committee, and Executive Committee. If applicant expresses an interest in membership they will be directed to complete the membership application and will then be invoiced for appropriate dues level.

The application shall include, at a minimum: the purpose and mission of the organization, disclosure of ownership and control, business addresses, services provided, name of key contacts, behavioral health budget, and other such information as determined by the membership.

Once dues have been paid applicant is a member in good standing.

## Section C – Dues

Dues are calculated based on the size of the member’s behavioral health budget, which is comprised of mental health, substance use, criminal justice and child welfare services operated under the governing authority of the member organization. The dues year is July 1 to June 30. Any new organization that joins the Association after October 1 will pay a prorated amount for the first year’s dues.

Dues may be paid in one or two installments, as selected on the application or annual renewal form. Full payment or the first installment is due within 30 days of the beginning of the fiscal year, and within 60 days of invoice for new members; the second installment is due by December 31. Full renewals not paid by August 31 and installment renewals by January 31 may be assessed a penalty of $100 per month. If membership is terminated in accordance with Section F or G any dues or assessments paid shall be forfeited.

Dues notices will be sent by June 1st and include information outlining our dues policy.

Written notice will be sent out if dues have not been received by 60 days, notifying the member they have 30 additional days to submit dues plus penalty or they will no longer be in good standing.

A member may request special consideration from the Executive Committee by June 30th when the dues would create a financial burden on the organization, and the Executive Committee may act on behalf of the association in resolving any such requests for consideration.

The dues schedule will be reviewed annually and approved by the membership no later than the March membership meeting.

## Section D – Voting

Each organization in good standing shall have one vote. A motion shall pass with an affirmative vote of a majority of voting members present (except as specifically provided in other sections of the bylaws).

Attendance and voting via any communication method approved by the membership, by which all participants may simultaneously hear each other during the meeting is acceptable for both discussion and voting purposes.

Proxies may be accepted for specific meetings when executed in a form approved by the membership.

Executive Committee votes require a majority to pass.

## Section E –Definition for Membership in Good Standing

Good standing in the Association shall mean having paid dues as specified on the application form.

**Section F – Definition of Membership Not in Good Standing**

Members who do not pay their dues as specified in the renewal agreement shall be considered not in good standing and notified in writing that the following actions may be enacted:

1. Terminated as a member of the Association;
2. Will be removed from any mailing lists (both electronic and physical) that NABHO uses to provide information to members;
3. Will not be allowed to attend general membership or committee meetings;
4. Loss of membership in the National Council for Mental Wellbeing through NABHO.

Members found Not In Good Standing may return to Good Standing by making an application for membership to the Executive Committee and, if approved, by paying all outstanding dues.

Expulsion of a member organization due to malfeasance may be taken by the Association. The President shall provide written notice to the member, not less than 15 days prior to the removal, outlining reasons for removal and opportunity for the member to be heard by the Executive Committee, not less than 5 days prior to removal. The Executive Committee will make their recommendation to the full membership for a final decision.

**Section G – Special Assessments**

The association may issue special assessments to members for specific projects using the following guidelines:

1. The assessment will be approved by at least a majority of the voting members in attendance in accordance with Section D. Members who do not pay their special assessment within 60 days of the invoice date shall be considered not in good standing.
2. A member may request special consideration from the Executive Committee when the assessment would create a financial burden on the organization, and Executive Committee may act on behalf of the association in resolving any such requests for consideration.
3. Any organization refusing to pay the special assessment for reasons other than those stated here shall be considered not in good standing as described in Section F, and, upon a vote of membership, may be terminated from the association.

### **Article IV – Officers**

## Section A – Officers

Officers of the Association shall be President, President- Elect, Past President, Vice-President for Acute Care, Vice-President for Consumer Affairs, Vice-President for Children’s Behavioral Health, Vice- President for Adult Behavioral Health, Secretary, and Treasurer. These officers shall be elected at the annual meeting from nominations presented by the Nominating Committee or nominations made from the floor. Officers shall be elected by a majority vote of the members attending this meeting.

## Section B – Term of Office

Term of office shall be for one year or until successor has been elected. Officers may be re-elected for no more than one additional term.

## Section C – Vacancies

The Nomination Committee will present nominations for filling any vacant office for consideration at the next regular meeting following announcement of a vacancy.

## Section D – President

The President shall preside at all meetings of the Association, shall appoint such members of standing and special committees as designated by these Bylaws, and shall have such usual duties and responsibilities as generally pertain to the office or are requested by the membership. The President shall officially represent the Association on positional, strategic, logistical issues and for specific purposes as approved by the membership.

## Section E – President Elect, Vice-Presidents for Acute Care, Consumer Advocacy, Children’s Behavioral Health and Adult Behavioral Health

In the absence of the President, the President Elect, or in their absence, one of the Vice-Presidents, shall perform such usual duties and responsibilities as generally pertain to the office and other duties as requested by the membership or the President. The President-Elect needs to be preparedto assume the office of President at the conclusion of his/her term except as otherwise decided by the membership.

## Section F – Secretary

The Secretary shall assure that minutes of the Association meetings are kept, see that all notices are given in accordance with the provisions of these Bylaws, and shall see that the minutes are promptly prepared and transmitted to the Association members and to others as may be determined by the Association. The Secretary shall perform such other duties as may be assigned by the membership or the President of the Association.

## Section G – Treasurer

The Treasurer shall assure that all monies of the Association are received and shall disburse them upon approval of the Executive Committee or Association. The Treasurer shall ensure that a record of all transactions is kept and report it to the Association at regular meetings. The Treasurer shall ensure that all funds of the Association are deposited in such depository as designated by the Association. The Treasurer shall organize an independent audit or review of the organization’s financial records at a minimum of every five (5) years or as directed by the Executive Committee. A written report from the auditor will be presented at the next regularly scheduled meeting after receipt of said report. The Treasurer shall perform such other duties as may be assigned by the membership or the President.

## Section H – Executive Director

The Association shall employ an Executive Director that is selected by the Executive Committee and approved by a vote of the membership. The Executive Director shall serve as an Ex Officio member and has no voting authority.

# **Article V – Meetings**

## Section A – Regular Meetings

The Association shall hold meetings at least quarterly.

## Section B – Annual Meeting

The Annual Meeting shall be held in the second quarter at a location determined by the Association. The Annual Meeting shall be used for electing officers, approving Association budget, and such other business as the members may decide.

## Section C – Special Meetings

Special meetings of the Association may be called by action of the President or by majority vote of the membership.

## Section D – Notice of Meetings

Notice of regular meetings will be delivered to each member of the Association at least five days prior to the meeting. Special meetings shall also require a five-day notice.

## Section E – Quorum

A quorum shall be a minimum of 30% of the Member Organizations in good standing (members who have paid their dues) for the Organization’s regularly scheduled and special meetings.

At all other meetings, a quorum shall be a minimum of 51% of the Member Organizations in good standing (members who have paid their dues).

Quorum for the Executive Committee meeting shall be a majority of elected officers.

## Section F – Acting Between Meetings

In urgent cases, action requiring discussion may be conducted by telephone or in person. Action by email may only occur if all discussion is concluded and each member voting waives further discussion and assents to the email vote. A majority vote of the Association members, in good standing, responding to such issues is necessary for action on items to be considered between meetings. The Executive Committee is specifically empowered to take actions between meetings, when time is of the essence, but not on items that are new strategically or positional in nature, from time to time the Executive Committee can commit NABHO to financial expenditures of up to $10,000 between meetings. The Executive Committee will seek approval of the Executive Committee action by the membership at the next regular meeting.

The Executive Committee may by unanimous vote, submit matters to the membership for vote when action between meetings is necessary to preserve an issue or decide an issue that will foreclose prior to the next regular meeting. Voting may occur in person, by telephone or by e-mail as prescribed above. The precise question to be decided shall be presented with a reasonable opportunity for the membership to discuss. Notice of the vote shall be deemed to have occurred if the question is presented to the individual member by United States mail, facsimile or e-mail, whichever is indicated as a preference by the member. In the absence of a preference being stated, notice shall occur by email.

# **Article VI – Committees**

## Section A – Executive Committee

An Executive Committee shall consist of the officers of the Association. The Executive Committee shall be advised and directed by the membership at large (which is the governing board of the organization). The executive committee will approve any movement or opening of new financial accounts or investments. These transactions will be reported to the membership at the next regularly scheduled meeting***.***  The Executive Committee shall coordinate the operations of the general membership and provide general supervision of the affairs of the Association between regular meetings, make recommendations to the Association, and shall perform such other duties as requested by the members.

## Section B – Nominating Committee

A Nominating Committee consisting of a Chairperson and four (4) members of the Association will be appointed annually by the Association President. This Committee will submit nominations for consideration at the annual meeting for the offices of President, President-Elect, Vice-President for Acute Care, Vice-President for Consumer Affairs, Vice-President for Children’s Behavioral Health, Vice-President for Adult Behavioral Health, Secretary and Treasurer. The Nominating Committee will present nominations for filling any vacant office for consideration at the meeting following the announcement of the vacancy. The Nomination Committee will meet at the call of the President or a majority of the members. Ordinarily at least one week’s notice shall be given.

## Section C – Finance Committee

The Finance Committee shall be comprised of at least three members. The committee shall work with the Treasurer to ensure a budget is prepared that addresses the immediate fiscal year and any future strategic planning of the organization.

## Section D – Other Committees

Ad Hoc Committees directly responsible to the Association may be appointed as necessary by the President. Each Ad Hoc Committee will be at the call of its Chairperson or a majority of the members. Ordinarily at least one week’s notice shall be given.

# **Article VII – Parliamentary Authority and Standing Rules**

## Section A – Parliamentary Authority

Unless contravened by the Bylaws, Robert’s Rules of Order shall guide meeting procedure.

## Section B – Standing Rules

The Association shall formulate and adopt such standing rules as may be necessary for or expedite the fulfillment of the responsibilities assigned it by these Bylaws.

# **Article VIII – Method of Amending these Bylaws**

Amendments to the Bylaws may be made by a 2/3majority vote of the Association members at any regular or special meeting providing that the revision of revisions have been read at a previous meeting or have been circulated to the members at least two weeks prior to the meetings at which the revision is to be considered for a vote.

Revision Dates: 11/95, 1/96, 12/96, 12/97, 8/01, 8/09, 6/12, 6/13, 1/15, 11/15, 3/17, 4/18, 6/18, 6/21, 4/23, 5/23, 6/23