



## ASSOCIATION OF MATERNAL & CHILD HEALTH PROGRAMS

### ASSOCIATION OF MATERNAL AND CHILD HEALTH PROGRAMS BY-LAWS

**Approved by AMCHP Members at the 2010 Business Meeting on March 9, 2010**

#### **ARTICLE I**

##### Name

The name of this organization shall be the Association of Maternal and Child Health Programs, hereinafter referred to as “the Association.”

#### **ARTICLE II**

##### Purpose and Objectives

The mission of the Association of Maternal and Child Health Programs is to provide leadership to ensure the health and well being of all women, children and youth, including those with special health care needs, and their families. AMCHP accomplishes its mission through the active participation of its members and vital partnerships with government agencies, families and advocates, health care purchasers and providers, academic and research professionals and others at the national, state and territorial, and local levels.

#### **ARTICLE III**

##### Membership

Section 1 - **Classes of Members.** The membership of the Association shall be comprised of Title V Program, regular, and associate members.

Section 2 - **Title V Program Members.** Each state and territory MCH/CSHCN program (herein referred to as “Title V Program”) shall be eligible for membership. Each Title V Program that has paid its membership dues is entitled to appoint Delegates, who shall have the voting rights set forth in these By-laws. Only those individuals meeting the requirements identified in Article III, Section 3 of these By-laws shall be eligible to serve as Delegates. Title V Program members shall have no voting rights other than those conferred upon their Delegates by these By-Laws.

Section 3. **Regular Members.** Regular members shall be (i) staff of Title V programs or (ii) individuals who work in partnership with Title V Programs, including family liaisons working in connection with state Title V Programs, with a letter of recommendation from the Title V director. Such individuals are only eligible for regular membership if the Title V Program from their state or territory is a dues-paying Title V Program member of the Association. In accordance with Article IV, each Title V Program member of the Association may have an unlimited number of regular members from its state or territory. Regular members shall be eligible to serve on Association committees and task forces as provided in Article XII of these By-laws and to vote on all matters before the Association, except election of Officers and Directors. Regular members and Delegates who are family liaisons to Title V Programs shall also be eligible for election to the Family Representative positions on the Board of Directors.

Section 4 - **Delegates.** Each Title V Program paying dues may designate up to five (5) Delegates, who shall have the sole voting authority on behalf of the Title V Program members, except that in those states where MCH and CSHCN programs are in separate agencies, each Title V Program member (*i.e.* the MCH program member and the CSHCN program member) may designate two (2) or three (3) Delegates for a total of five (5) from the state. Title V directors may choose Delegates from Title V program staff or non-Title V partners as defined in Section 3 above, but the fifth Delegate seat may only be held by a family liaison to the Title V program. If the Title V Program does not designate a family liaison for the fifth seat, it remains vacant. Any Title V Program designating fewer than five (5) Delegates shall have only the actual number of Delegates' votes counted. Only Delegates shall be eligible to vote in the election of Association Officers and Directors, and only Delegates shall be eligible for election as Officers and Directors, except for the two Family Representative positions on the Board of Directors. Delegates and regular members who are family liaisons to a Title V Program are eligible for election as Family Representatives.

Section 5 - **Associate Members.** Associate membership is open, upon payment of dues, to both individuals and organizations interested in maternal and child health. The individual and organizational associate member categories have separate dues structures, which shall be established by vote of the regular members. Associate members are not eligible to vote on any matter or to hold an office or Board of Director position, but may serve on committees of the Association other than standing committees of the Board.

Section 6 - **Regions.** The Board of Directors shall designate ten (10) Regions and shall divide the Delegates into these Regions based upon the state or territory with which each Delegate is associated.

## **ARTICLE IV**

### **Annual Dues**

Section 1 - The level of annual dues for the following fiscal year for each membership category shall be determined by a majority vote of regular members at the annual meeting.

Section 2 - The Board of Directors shall review the dues structure annually and recommend changes to the members as appropriate.

Section 3 - Membership dues for the current Association fiscal year must be paid within two months of the start of the new membership year. Dues must be current to maintain voting privileges; however, the Board of Directors may make special exceptions to the deadline for new members and for current members who demonstrate good reason for late payment or a good faith effort to pay dues. If membership lapses past the due date a reinstatement fee may be assessed. An appeals process will be established by the Board.

Section 4 - Each Title V Program member shall be responsible for the payment of all membership dues assessed to regular members from the state or territory covered by the Title V Program.

## ARTICLE V

### Board of Directors

Section 1 - **Composition.** The Board of Directors of the Association shall be comprised of nineteen (19) voting members, including five (5) Officers, ten (10) Regional Directors, two (2) Directors-at-large, and two (2) Family Representatives. The President, President-elect, Immediate Past-President, Secretary, Treasurer, the Regional Directors, Family Representatives, and the Directors-at-large shall constitute the Board of Directors. Each of the ten (10) Regions designated by the Board of Directors shall be represented on the Board by one (1) Regional Director. Directors-at-large shall be Delegates from any state or territory. The Family Representatives shall be Delegates or regular members who are family liaisons to a Title V Program from any state or territory. Each Director shall hold office until his/her successor has been elected. In addition to the 19 voting Directors, the Chief Executive Officer (“CEO”) of the Association shall be an ex-officio, non-voting member of the Board.

Section 2 - **Responsibilities.** The property, funds, affairs, and business of the Association shall be overseen by its Board of Directors. The Board shall have and is vested with unlimited powers and authority, except as may be expressly limited by law, the Articles of Incorporation, or these By-laws.

Section 3 - **Election and Terms.** Officers shall be elected in the manner provided in Article XI of these By-laws and for the terms provided in Article VI of these By-laws. Regional Directors, Directors-at-large, and Family Representatives shall be elected at the annual meeting as set forth in Article XI and shall serve for three-year terms. A decrease in the number of Directors through an amendment to the Articles of Incorporation or these By-laws shall not shorten an incumbent Director's term. The terms of the Regional Directors, Directors-at-large, and Family Representatives shall be staggered as provided in Board policy. Regional Directors, Directors-at-large, and Family Representatives may serve two (2) consecutive terms, and may be elected for additional terms after a one-year absence from service on the Board of Directors.

In the case of a tie at the election, a run-off election will be held within two weeks of the original election. The election will be conducted electronically

and balloting will take place for one week. At the end of the election period, a simple majority of those voting will be required to break the tie.

The term of newly elected members of the Board of Directors shall begin at the close of the annual meeting or run-off election at which the election took place.

Section 4 - **Vacancies.** Vacancies arising in the Board of Directors from any cause whatever, including an increase in the number of Directors, shall be filled by election by a simple majority of the Directors remaining in office even if less than a quorum. In the event of a Regional Director vacancy, the Board shall elect a Delegate from the region in which the vacancy occurred by a simple majority of the Board of Directors to serve for the unexpired term of his/her predecessor. In the event of a Director-at-large vacancy, the Board shall elect a Delegate to serve for the unexpired term of his/her predecessor by a simple majority of the Board of Directors. In the event of a Family Representative vacancy, the Board shall elect a regular member or a Delegate who is a family liaison to serve for the unexpired term of his/her predecessor by a simple majority vote of the Board of Directors. This service does not count toward term limits.

Section 5 - **Removal.** A Director may be removed at any time with or without cause by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting called for such purpose. The Director in question shall be entitled to appear and be heard at such meeting. Removal of a Board member shall create a vacancy, which shall be filled in accordance with Section 4 of this Article.

Section 6 - **Resignation.** A Director may resign at any time by giving written notice to the President. Such resignation shall take effect as specified in such notice. Resignation of a Director shall create a vacancy, and a new Director shall be elected in accordance with Section 4 of this Article or Section 8 of Article VI, as appropriate.

## ARTICLE VI

### Officers

Section 1 - **Officers.** The Officers of the Association shall be the President, President-elect, Immediate Past-President, Secretary, and Treasurer and shall constitute the Executive Committee of the Board of Directors. A candidate for election as an Officer of the Board of Directors of the Association must have served as a Delegate for at least one year.

Section 2 – **President.** The President shall preside at all meetings of the Board of Directors and general membership during his/her term of office. In addition, the President shall serve as an ex officio member of all Board committees and shall perform such other duties as may be required of him or her by the Board. The President may sign any document or instrument requiring the signature of an Officer of the Association which is necessary and incident to the purposes of the Association, except where the signing of such document or instrument is expressly delegated by the Board of Directors to another Officer or agent of the Association or as otherwise required by law. The President succeeds to the office of Immediate Past-President upon the expiration of the term as President.

- Section 3 - **President-elect.** The President-elect shall perform the duties of the President during the absence of the President or at the President's request. The President-elect succeeds to the Office of President upon the expiration of the President's term of office.
- Section 4 - **Immediate Past-President.** The Immediate Past-President may serve as a member of the Executive Committee and Board of Directors for the two (2) years after the term as President has ended. She or he will provide advice to the President and lead special projects as requested by the President and/or the Board of Directors. If, during this time period, the Immediate Past-President changes state positions, retires, or leaves state employment, he/she may continue to serve in this capacity provided that he or she is an associate or regular member in good standing and is not engaged in endeavors inconsistent with the organization's mission as determined by the Board of Directors in its sole discretion.
- Section 5 - **Secretary.** The Secretary shall be responsible for assuring the recording of minutes of all meetings of the Association, the Board of Directors, and the Executive Committee. The Secretary shall be responsible for assuring that the following are maintained: lists of members by category; notification to the membership and Directors of meetings; records and correspondence, including copies of all official correspondence; and all secretarial duties for the Association, Board of Directors, and Executive Committee. The Secretary shall be responsible for assuring that each Officer, Regional Director, Director-at-large, and Family Representative is notified of his/her election and each chairperson and member of any Board committee are notified of their appointments not later than one month following the election or appointment. The Secretary shall notify the membership of the Association of the results of each election.
- Section 6 - **Treasurer.** The Treasurer shall be custodian of all funds collected by the Association. The Treasurer shall ensure an accounting of receipts and disbursements at each regular meeting and on the expiration date of his/her term of office or resignation as Treasurer. The Treasurer shall be responsible for submitting to the Board of Directors an annual budget and regular financial reports and for preparing such legal reports as are necessary.
- Section 7 - **Tenure of Office.** The terms for all Officers of the Association shall be two (2) years. The terms of newly elected Officers shall begin at the close of the annual meeting at which the election took place. The President, President-elect, and Immediate Past President shall take office in odd-numbered years, and the Secretary and Treasurer shall take office in even-numbered years. The President and President-elect shall serve a two-year non-renewable term. The Treasurer and Secretary may be re-elected to serve one additional two-year term.
- Section 8 - **Vacancies.** In the event of a vacancy in the office of the President-elect, the Secretary, or the Treasurer, the Board shall have the authority to appoint a Delegate to fill the vacancy who shall hold office for the unexpired term of his/her predecessor, which shall not count toward term limits. In the event of a vacancy in the Office of President, the duties of the office shall be assumed in succession by the President-elect, the Immediate Past-President, the Secretary, the Treasurer, and thereafter a member of the Board of Directors elected by majority vote of the Board of Directors. Such a person shall serve for the unexpired term of his/her predecessor.

Section 9 - **Removal.** An Officer may be removed at any time with or without cause by the Board of Directors by a two-thirds (2/3) vote of the entire Board at any regular or special meeting called for such purpose. The Officer in question shall be entitled to appear and be heard at such meeting. Removal of a Board Officer shall create a vacancy on the Executive Committee, which shall be filled in accordance with Section 8 of this Article.

Section 10 - **Resignation.** An Officer may resign at any time by giving written notice to the President. If the President is the resigning Officer, the written notice shall be given to the Secretary. Such resignation shall take effect as set forth in such notice. Resignation of an Officer shall create a vacancy, and a new Officer shall be appointed in accordance with Section 8 of this Article.

## ARTICLE VII

### Meetings of the Board

Section 1 - **Regular Meetings of the Board.** The Board of Directors shall hold meetings on a regular basis, at such time and place as is established by the Board, upon such notice as may be prescribed by Board resolution, for the transaction of such business as may properly come before the Board. All meetings of the Board of Directors shall follow the then-current version of Roberts Rules of Order.

Section 2 – **Special Meetings.** Special meetings of the Board of Directors may be called by the President or President-elect, and must be called by the President or Secretary upon written request signed by at least three (3) Directors. Notice of a special meeting shall be given by the Secretary to each Board member at least ten (10) days, and no more than fifty (50) days prior to such meeting. The notice shall state the time, place, and purpose(s) for which the special meeting has been called, and no purposes other than as set forth in the notice shall be transacted at the special meeting.

Section 3 – **Waiver of Notice.** Notice of any meeting of the Board of Directors need not be given to any Director who submits a signed waiver of notice, either before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, about the lack of timely notice.

Section 4 - **Quorum.** A majority of the Directors in office shall constitute a quorum for any meeting of the Board. If a quorum is not present at a meeting, or a quorum is not present at the time business is to be transacted, a majority of the voting Directors present may adjourn the meeting to another time and shall give absent voting Directors reasonable notice of the time and place of new meeting to be held in lieu of such adjourned meeting.

Section 5 - **Voting.** Except as otherwise provided by these By-laws or as may be required by applicable law, all matters before the Board of Directors shall be decided by an affirmative vote of a simple majority of Directors present at a meeting. Each Director shall be entitled to one (1) vote.

Section 6 - **Action without Meeting.** Any action required or permitted at any meeting of the Board of Directors, or a committee of the Board of Directors, may be taken without a meeting if the text of the action or resolution agreed upon is sent, as applicable, to all

Directors, or to all committee members, provided that all Directors or all committee members, as applicable, consent in writing to such action or resolution.

Section 7 - **Telephonic or Electronic Meeting.** Any or all Directors or committee members, as applicable, may participate in a meeting of the Board or a committee of the Board, by telephone or by any other means of communication so long as all Directors or committee members who are participating in the meeting can hear all other Directors or committee members. Such participation shall constitute presence in person at the meeting.

Section 8 - **Executive Session.** The Board of Directors may conduct all or any part of a meeting in executive session for such purpose as it deems necessary. The CEO may attend such executive sessions at the request of the President.

## ARTICLE VIII

### Meetings of the Membership

Section 1 - **Annual Meeting of the Members.** An annual meeting of the membership shall be held at least once every calendar year at such time and place as is established by the Board upon proper notice for election of the Officers and Board of Directors (Regional Directors, Directors-at-large, and Family Representatives), as appropriate, and transaction of such other business as may properly come before the membership. Notice of the annual meeting shall be ensured by the Secretary to all classes of the membership in writing not less than ten (10) nor more than fifty (50) days prior to such meeting. All membership meetings shall follow the then-current version of Roberts Rules of Order.

Section 2 – **Special Meetings.** Special meetings of the membership may be called by the President or President-elect, and must be called by the President or Secretary upon written request signed by at least three (3) Directors. Notice of a special meeting shall be given by the Secretary to each member in writing at least ten (10) days and no more than fifty (50) days prior to such meeting. The notice shall state the time, place, and purpose(s) for which the special meeting has been called, and no purposes other than as set forth in the notice shall be transacted at the special meeting.

Section 3 - **Quorum.** Ten percent of the Delegates and regular members shall constitute a quorum for any meeting of the membership.

Section 4 – **Waiver of Notice.** Notice of any meeting of the membership need not be given to any member who submits a signed waiver of notice, either before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, about the lack of timely notice.

Section 5 - **Voting.** The Board of Directors may establish policies and procedures authorizing regular members or Delegates to vote on particular matters. Except as otherwise provided by these By-laws or as may be required by applicable law, all matters before the membership shall be decided by an affirmative vote of the majority of those regular members voting, and all matters before the Delegates shall be decided by an affirmative vote of the majority of those Delegates voting (except as provided in Article XI, Election of Officers and Directors). Each Delegate and regular

member shall be entitled to one (1) vote on all matters coming before the Association membership as long as the member has paid dues for that year (see Article IV, Section 3).

## ARTICLE IX

### Chief Executive Officer

Section 1 - **Selection.** The Board of Directors shall select, hire, evaluate the performance of, and, at its discretion, terminate the Chief Executive Officer (“CEO”).

Section 2 - **Duties.** The CEO shall be an agent of the Board and shall be accountable to the Board. He or she shall be subject to the direction of the Board of Directors and shall have responsibility for the general care, supervision, and direction of Association affairs in furtherance of the policies and programs established by the Board of Directors. The CEO may negotiate and execute contracts for the Association; except that the Board of Directors may designate specific proposed contracts to be signed by others, or to be submitted to the Board for approval prior to execution. The CEO shall have the authority to employ, supervise, and discharge Association staff within the policies established by the Board of Directors. The CEO shall perform such other duties and exercise such other powers as may be assigned by the Board of Directors.

Section 3 - **Participation.** The CEO shall be an ex-officio non-voting member of the Board of Directors. The CEO or his/her designee may attend all meetings of the membership and the Board of Directors and the standing committees, unless the President requests the CEO’s absence.

## ARTICLE X

### Conflicts of Interest

The Board of Directors shall establish, adopt, and periodically update a written Association statement of fiduciary responsibility that establishes procedures for disclosing and addressing conflicts of interest or the appearance of conflicts of interest by Directors, Officers, Association employees, consultants, and/or agents who provide services or furnish goods to the Association, and for maintaining confidentiality of information (whether written, oral, or contained on video tapes, audio tapes, or computer diskettes) obtained by a Director, Officer, employee, consultant, and/or agent by virtue of his or her position as such, directly or indirectly related to the Association. All Directors, Officers, employees, consultants, and/or agents shall abide by the written, Board-approved statement of fiduciary responsibility.

## ARTICLE XI

### Election of Officers and Directors

Section 1 - **Nominees.** Every year at the annual membership meeting, a majority of the Delegates shall elect Delegates and eligible Regular Members who are family liaisons to fill Officer or Board of Director positions for those positions with terms ending. The Governance Committee shall, not later than sixty (60) days preceding an annual meeting, at which elections are to be held, present to the Board of Directors a slate of nominees for each Officer, Regional Director, Director-at-large, and Family Representative position to be filled. The Governance Committee shall confirm that all Delegates or Regular Members nominated for Family Representative positions are family liaisons working with Title V Programs. The ballot shall include a space for write-ins.

Section 2 - **Terms.** The terms of the Regional Directors, Directors-at-large, and Family Representatives shall be staggered in accordance with policies established by the Board. The Board of Directors shall prepare written documentation of which positions are to be elected each year.

Section 3 - **Procedure.** The Board shall develop policies for the election of Officers and Directors.

## ARTICLE XII

### Committees

Section 1 - **Standing Committees of the Board.** A standing committee of the Board shall consist of at least two (2) Directors appointed to such committee. Standing committees of the Board shall include the Executive Committee, the Governance Committee, and the Finance Committee. The Board of Directors shall have the authority to designate other standing committees of the Board. Except for the Executive Committee, no standing committee of the Board shall have the authority of the Board of Directors in the management of the Association. Upon consultation with the Board of Directors, the President shall appoint the members of all standing

committees of the Board except for the Executive Committee. A majority of members of each standing committee of the Board shall be Officers or Directors. One member of each standing committee of the Board shall be appointed committee chairperson by the President, except that the Treasurer shall be the chairperson of the Finance Committee. The CEO shall serve as an ex-officio, non-voting member of all standing committees of the Board. The President and the Board of Directors shall have the authority to remove members of standing committees of the Board with or without cause except for those members who serve on a standing committee of the Board by virtue of their office.

Section 2 - **Executive Committee.** The Executive Committee shall be comprised of the Officers of the Association. The CEO shall be an ex-officio, non-voting member of the Executive Committee. The Executive Committee shall convene as necessary and, under the direction of the full Board, shall act for the Association in all matters during the interim periods between meetings of the Board of Directors. Actions taken by the Executive Committee shall not conflict with the policies and expressed wishes of the Board.

Section 3- **Governance Committee.** The Governance Committee shall be comprised of at least five (5) members, including the Immediate Past President, two Directors, at least one of whom shall be a Director-at-large, and two Delegate members of the Association. A Director shall serve as the chair of the committee. All members of the Governance Committee shall be selected by the President. The Governance Committee shall develop a slate of nominees for each Officer and Director position which is due for election in accordance with Article XI of these By-laws and, when necessary, shall recommend candidates for election to vacant or new Board positions or Offices as vacancies or openings occur. The Governance Committee shall be responsible for ensuring that the By-laws are maintained and, if necessary, modified in accordance with all legal requirements and shall oversee the By-law amendment process. In addition, the Governance Committee shall review any potential conflict of interest or disciplinary issues involving Directors and shall make reports and/or recommendations to the Board regarding such issues, as appropriate.

Section 4 - **Finance Committee.** The Finance Committee shall be responsible for monitoring and making recommendations regarding the financial status and policies of the Association, including fiscal planning, budgeting, policy development, financial performance, reviewing financial statements of the Association, and, as appropriate, working with all financial consultants and auditors. The Treasurer shall serve as the Chair of the Finance Committee.

Section 5 - **Other Committees of the Board.** In addition to the Executive Committee, the Governance Committee, and the Finance Committee, the Board of Directors may create additional committees of the Board of Directors for a specified period of time to investigate and report on any subject pertaining to the business of the Association.

Section 6 - **Standing Committees of the Association.** The Board of Directors shall have the authority to create standing committees of the Association, which shall not have the authority of the Board of Directors in the management of the Association. Upon a petition by a member or members of the Association, the President may present to the Board a membership suggestion regarding the creation of a specific standing committee of the Association for consideration by the Board. Each standing committee of the Association shall assist in carrying out the mission and activities of

the Association in the manner provided in the committee's mission statement as set forth in the policies and procedures of the Association. The President shall appoint the members and chairs of all standing committees of the Association and may consult with the CEO in making such appointments. The President shall have the authority to remove members from standing committees of the Association.

Section 7 - **Task Forces.** The President may appoint task forces, comprised of Directors, members, staff, and other individuals with expertise in particular matters relevant to the work of the Association to assist with programmatic work in furtherance of the Association's purposes. Such task forces shall be appointed on an ad hoc basis for a specified period of time and shall report to the Board of Directors. No task force shall have the authority of the Board of Directors.

Section 8 - **Terms and Vacancies.** All committee appointments shall be for one year terms and may be renewed at the discretion of the President or in accordance with Board policy. Any member of any committee or task force may resign at any time by giving written notice of such resignation to the committee chairperson or President. Resignation or removal from the Board of Directors shall constitute resignation or removal from any standing committee of the Board on which such Board member served in his/her capacity as a Director. The President shall make appointments to fill vacancies on any standing committee of the Board.

### **ARTICLE XIII**

#### Amendments to the By-laws

The By-laws may be amended by a two-thirds (2/3) vote of the Directors present and voting at any meeting of the Board of Directors, provided notice of the proposed amendment has been given in writing to the Secretary and transmitted to the Board members not less than two weeks prior to the meeting. Any changes to the Bylaws affecting the rights, classes and conditions of membership will be voted on by regular members (including Delegates).